

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

**NEW ISSUE –FULL BOOK ENTRY
NOT BANK QUALIFIED**

**RATINGS: Moody's: Aaa
S&P: AAA
See "RATINGS"**

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Bonds is excluded from gross income for federal and is not a specific preference item for purposes of the federal alternative minimum tax. Bond Counsel is also of the opinion that, under existing laws of the State of Nebraska, such interest is exempt from Nebraska state income taxation. The Bonds have not been designated by the City as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Code. See "TAX MATTERS" herein.

**\$28,095,000
THE CITY OF LINCOLN, NEBRASKA
GENERAL OBLIGATION HIGHWAY ALLOCATION FUND REFUNDING BONDS
SERIES 2012**

Dated: Date of Delivery

Due: As shown on the inside cover

The City of Lincoln, Nebraska (the "City") is issuing the above-captioned bonds (the "Bonds") in fully registered form which, when initially issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC is acting as securities depository for the Bonds. Purchases of the Bonds will be made initially in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof, through brokers and dealers who are, or who act through, DTC Participants. Beneficial owners of the Bonds will not receive physical delivery of bond certificates so long as DTC or a successor acts as securities depository with respect to the Bonds. BOKF, National Association, Lincoln, Nebraska, is bond registrar and paying agent for the Bonds (the "Registrar"). The Registrar will pay scheduled interest on May 15 and November 15 of each year, beginning November 15, 2012, until maturity and will pay scheduled principal on the dates and in the amounts set forth on the inside cover hereto. So long as DTC or its nominee is the registered owner of the Bonds, the Registrar will make all payments of the principal of and the interest on the Bonds directly to DTC. Disbursement of such payments to DTC Participants is the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of the DTC Participants. For terms relating to principal and interest payments made to DTC or its nominee or in the event that the use of book-entry form is discontinued, see "THE BONDS - Book-Entry System" herein.

The City is issuing the Bonds for the purpose of providing a portion of the funds necessary to (a) advance refund all of the City's General Obligation Highway Allocation Fund Bonds, Series 2004, dated March 17, 2004, of which \$30,155,000 in aggregate principal amount are presently outstanding, and (b) pay certain costs of issuing the Bonds. See "AUTHORITY AND PURPOSE" and "ESTIMATED SOURCES AND USES OF FUNDS" herein.

The Bonds are payable from and equally and ratably secured by a pledge of the funds received and to be received from the Highway Allocation Fund of the State of Nebraska. To the extent that such funds and other legally available moneys of the City appropriated for such purposes are insufficient to pay the principal of and interest on the Bonds when due, the City shall cause to be levied and collected annually ad valorem taxes, unlimited as to rate or amount, on all the taxable property in the City sufficient to pay the principal of and interest on the Bonds until the same is fully paid. The full faith and credit of the City is pledged to the prompt payment of the principal of and interest on the Bonds. The City may issue additional bonds on a parity with the Bonds that payable from and equally and ratably secured by the pledge of receipts from the Highway Allocation Fund. See "SECURITY" and "NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION" herein.

The Bonds are not subject to redemption prior to maturity.

MATURITY SCHEDULE — SEE INSIDE COVER

The Bonds are offered in book-entry form, when, as and if issued and received by the Underwriter and subject to the approval of legality by Kutak Rock LLP, Omaha, Nebraska, Bond Counsel, and certain other conditions. It is expected that the Bonds will be available for delivery through DTC in New York, New York, on or about June 6, 2012.

AMERITAS INVESTMENT CORP.

The date of this Official Statement is May 23, 2012.

\$28,095,000
THE CITY OF LINCOLN, NEBRASKA
GENERAL OBLIGATION HIGHWAY ALLOCATION FUND REFUNDING BONDS
SERIES 2012

MATURITY SCHEDULE

Type	Maturity Date	Principal Amount	Interest Rate	Yield	Price	CUSIP
Serial	November 15, 2012	\$ 960,000	1.000%	0.250%	100.330	534238 7N4
Serial	November 15, 2013	2,025,000	1.500	0.410	101.565	534238 7P9
Serial	November 15, 2014	2,065,000	5.000	0.590	110.674	534238 7Q7
Serial	November 15, 2015	1,050,000	1.500	0.740	102.577	534238 7R5
Serial	November 15, 2015	1,120,000	5.000	0.740	114.449	534238 8A1
Serial	November 15, 2016	850,000	1.500	0.900	102.606	534238 7S3
Serial	November 15, 2016	1,400,000	5.000	0.900	117.811	534238 8B9
Serial	November 15, 2017	1,000,000	1.500	1.110	102.053	534238 7T1
Serial	November 15, 2017	1,360,000	5.000	1.110	120.485	534238 8C7
Serial	November 15, 2018	800,000	1.750	1.320	102.646	534238 7U8
Serial	November 15, 2018	1,675,000	5.000	1.320	122.653	534238 8D5
Serial	November 15, 2019	2,570,000	4.000	1.520	117.386	534238 7V6
Serial	November 15, 2020	2,675,000	4.000	1.780	117.328	534238 7W4
Serial	November 15, 2021	2,795,000	4.000	1.970	117.410	534238 7X2
Serial	November 15, 2022	2,910,000	4.000	2.120	117.525	534238 7Y0
Serial	November 15, 2023	2,840,000	4.000	2.240	117.675	534238 7Z7

**THE CITY OF LINCOLN, NEBRASKA
CITY OFFICIALS**

Christopher J. Beutler, Mayor

City Council Members

Eugene Carroll (Chair)

Jon Camp
Doug Emery
Adam Hornung

Jonathan Cook
Carl Eskridge
DiAnna Schimek

City Department Heads

Steve Hubka..... Interim Finance Director
Rodney Confer..... City Attorney
Marvin Krout..... Planning Director
Lynn Johnson..... Parks and Recreation Director
Kevin Wailes..... LES Administrator and CEO
David Landis..... Urban Development Director
Pat Leach..... Library Director
Miki Esposito..... Public Works and Utilities Director
Judith Halstead..... Health Director
Doug McDaniel..... Personnel Director
Thomas Casady..... Public Safety Director
Jim Peschong..... Interim Police Chief
John Huff..... Interim Fire Chief
Fred Hoke..... Interim Director, Building and Safety

Peggy Tharnish, City Controller

UNDERWRITER

Ameritas Investment Corp.
Lincoln, Nebraska

BOND COUNSEL

Kutak Rock LLP
Omaha, Nebraska

PAYING AGENT AND REGISTRAR

BOKF, National Association
Lincoln, Nebraska

INDEPENDENT AUDITORS

BKD, LLP
Lincoln, Nebraska

No broker, dealer, sales representative or other person has been authorized by the City or the Underwriter to give any information or to make any representations with respect to the Bonds, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the City and other sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the Underwriter. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstance, create any implication that there has been no change in the affairs of the City since the date hereof.

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THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THE BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH OFFER, SOLICITATION OR SALE.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET, AND SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED OR UNDER ANY STATE SECURITIES OR BLUE SKY LAWS. THE BONDS ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

OFFICIAL STATEMENT
\$28,095,000
THE CITY OF LINCOLN, NEBRASKA
GENERAL OBLIGATION HIGHWAY ALLOCATION FUND REFUNDING BONDS
SERIES 2012

INTRODUCTION

This introduction is only a brief description and summary of certain information contained in this Official Statement and is qualified in its entirety by reference to more complete and detailed information contained in the entire Official Statement, including the cover page and appendices thereto, and the documents summarized or described herein. A full review should be made of the Official Statement.

This Official Statement, including the cover page and appendices hereto (the “**Official Statement**”), is furnished by The City of Lincoln, Nebraska (the “**City**”), a home rule city of the primary class and political subdivision of the State of Nebraska (the “**State**”), to provide information about the City and the City’s issuance of \$28,095,000 in aggregate principal amount of its General Obligation Highway Allocation Fund Refunding Bonds, Series 2012 (the “**Bonds**”).

The City is issuing the Bonds to (a) advance refund all of the City’s General Obligation Highway Allocation Fund Bonds, Series 2004, dated March 17, 2004 (the “**Refunded Bonds**”), of which \$30,155,000 in aggregate principal amount are presently outstanding, and (b) to pay certain costs of issuing the Bonds. See “**AUTHORITY AND PURPOSE**” and “**ESTIMATED SOURCES AND USES OF FUNDS**” herein.

The Bonds are payable from and equally and ratably secured by moneys received by the City from the Highway Allocation Fund of the State, as well as ad valorem taxes collected from a levy on all the taxable property in the City sufficient in rate and amount to pay the principal of and the interest on the Bonds when due. The full faith and credit of the City is pledged to the prompt payment of the Bonds. See the captions “**SECURITY**” and “**NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION**” herein. BOKF, National Association, Lincoln, Nebraska is bond registrar and paying agent for the Bonds (the “**Registrar**”).

Descriptions of and references to the Bonds, the Bond Ordinance (defined herein), related transaction documents and other matters do not purport to be comprehensive or definitive and are qualified in their entirety by reference to the complete texts thereof. Copies of such documents are available for inspection at the office of Ameritas Investment Corp., Lincoln, Nebraska, as underwriter of the Bonds (the “**Underwriter**”).

AUTHORITY AND PURPOSE

The City is issuing the Bonds under the authority of Section 66-4,101, Reissue Revised Statutes of Nebraska, as amended (the “**Act**”), Sections 10-142 and 15-244, Reissue Revised Statutes of Nebraska, as amended, and Ordinance No. 19704 passed by the Council of the City (the “**City Council**”) on April 23, 2012 and subsequently approved by the Mayor on April 26, 2012 (the “**Bond Ordinance**”).

The City issued the Refunded Bonds pursuant to the Act and Ordinance No. 18290 duly adopted by the City Council on January 26, 2004 and subsequently approved by the Mayor on January 29, 2004 (the “**Refunded Bonds Bond Ordinance**”). The City used the proceeds of the Refunded Bonds to fund items on its 2004-2009 Street Capital Improvement Program, which included various rehabilitations of and improvements to streets and roads throughout the City. The Refunded Bonds Bond Ordinance provides that the Refunded Bonds maturing on and after November 15, 2014 are subject to optional redemption prior to maturity at anytime on or after May 15, 2014.

Upon issuance of the Bonds, a portion of the proceeds thereof, together with funds of the City and other moneys held in the debt service fund relating to the Refunded Bonds, will be used to purchase certain U.S. Treasury obligations (the “**Government Securities**”). The Government Securities and other cash will be deposited in the Escrow Fund created under the Escrow Agreement relating to the Refunded Bonds (the “**Escrow Agreement**”),

between the City and Wells Fargo Bank, National Association, as escrow agent thereunder. Such Government Securities and cash will be held in the Escrow Account for the benefit of the holders of the Refunded Bonds. The Government Securities will mature on such dates and in such amounts as to provide funds which, together with other funds in the Escrow Account, will be sufficient to pay the principal of the Refunded Bonds maturing on November 15 in the years 2012 and 2013 and the interest on the Refunded Bonds due on each interest payment date prior to May 15, 2014 (the “**Redemption Date**”) and to redeem on the Redemption Date the Refunded Bonds then outstanding at a redemption price equal to 100% of the principal amount thereof plus accrued interest on such principal amount to the Redemption Date. On the date of delivery of the Bonds, the Refunded Bonds will be fully defeased. See “**VERIFICATION OF MATHEMATICAL COMPUTATIONS**” herein.

THE CITY

The City is a city of the primary class and political subdivision created and existing under its home rule charter and the laws of the State, including, without limitation, Chapter 15, Reissue Revised Statutes of Nebraska, as amended. The City encompasses approximately 90 square miles and includes most of the urban area of Lancaster County. Located in southeastern Nebraska approximately midway between Chicago and Denver, the City has an estimated population of 254,001. See “**APPENDIX A - THE CITY OF LINCOLN, NEBRASKA**” and “**APPENDIX B - FINANCIAL STATEMENTS**” attached hereto.

THE BONDS

General

The City is issuing the Bonds in fully registered, book-entry form with a date of original issue (the “**Date of Original Issue**”) of their date of delivery. The Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“**DTC**”). DTC is acting as the initial securities depository for the Bonds. Purchases of Bonds are being made in book-entry-only form, in principal amounts of \$5,000 or any integral multiple thereof, through brokers and dealers who are, or who act through, DTC Participants (as defined herein). Beneficial owners of the Bonds will not receive physical delivery of bond certificates so long as DTC or a successor acts as the securities depository with respect to the Bonds. See “**THE BONDS—Book-Entry System**” herein.

The Bonds bear interest from the Date of Original Issue which is payable on May 15 and November 15 of each year, commencing November 15, 2012, mature on November 15 in the years and in the principal amounts, and bear interest at the rates (calculated on the basis of a 30-day month and a 360-day year) as set forth on the inside cover page of this Official Statement. The Registrar will pay each installment of interest by check or draft mailed on the due date thereof (or on the next business day if such due date falls on a Saturday, Sunday or bank holiday applicable to the Registrar) to the registered owner of a Bond as shown on the bond registration records of the City maintained by the Registrar as of the 15th day (whether a business day or not) next preceding such interest payment date (the “**Record Date**”). The principal of each Bond will be payable upon the surrender of such Bond to the Registrar.

The foregoing procedures and methods for payment will apply if the provisions for global book-entry bonds as described below cease to be in effect and will apply to the holding and transfer of Bonds by DTC subject to certain modifications provided for in a Letter of Representations between the City and DTC. **SO LONG AS DTC OR ITS NOMINEE IS THE REGISTERED OWNER OF THE BONDS, PAYMENT OF THE PRINCIPAL THEREOF AND THE INTEREST THEREON WILL BE MADE DIRECTLY TO DTC.** See “**THE BONDS—Book-Entry System**” herein.

Book-Entry System

General. DTC is acting as securities depository for the Bonds. The ownership of one fully registered Bond for each maturity, as set forth on the cover page of this Official Statement, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as the nominee for DTC. Ownership interests in the Bonds will be available to purchasers only through a book-entry system maintained by DTC (the “**Book-Entry System**”). A description of DTC, the Book-Entry System and definitions of initially capitalized terms used herein are found in “**APPENDIX C—BOOK-ENTRY SYSTEM**” to this Official Statement.

Risk Factors. Beneficial Owners of the Bonds may experience some delay in their receipt of distributions of the principal of and interest on the Bonds because such distributions will be forwarded by the Registrar to DTC, credited by DTC to the DTC Participants, and then credited to the accounts of the Beneficial Owners either directly or indirectly through Indirect Participants.

Because transactions in the Bonds can only be effected through DTC, DTC Participants and certain banks, the ability of a Beneficial Owner to pledge Bonds to persons or entities that do not participate in the Book-Entry System, or otherwise to take actions in respect of such Bonds, may be limited due to the lack of physical certificates. Beneficial Owners will not be recognized by the Registrar as registered owners for purposes of the Bond Ordinance, and Beneficial Owners will be permitted to exercise the rights of registered owners only indirectly through DTC and DTC Participants.

Interchangeability and Transfer

The Bonds, upon surrender thereof to the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or its duly authorized attorney, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds in registered form of the same series, rate of interest, maturity and of any authorized denomination.

In all cases in which the privilege of exchanging or transferring the Bonds is exercised, the City shall execute and the Registrar shall deliver the Bonds in accordance with the Bond Ordinance. For every such transfer or exchange of Bonds, the Registrar shall require the payment by the registered owner requesting such transfer or exchange of any tax or other governmental charges payable with respect thereto, and may charge a sum not exceeding the actual cost for each new Bond.

Neither the City nor the Registrar is required to make any such exchange or registration of transfer of Bonds during the period between a Record Date and the next succeeding interest payment date.

The foregoing procedures do not apply to Beneficial Owners, whose transfer and exchange privileges will be governed by the procedures described under “**THE BONDS—Book-Entry System**” so long as the Bonds are held in book-entry format.

No Redemption Prior to Maturity

The Bonds are not subject to redemption prior to maturity.

SECURITY

The Bonds are payable from and equally and ratably secured by a pledge of the funds received and to be received by the City from the Highway Allocation Fund of the State. The City received \$17,354,681 from the Highway Allocation Fund during the fiscal year ended August 31, 2011 and expects to receive approximately \$18,736,672 from the Highway Allocation Fund during the fiscal year ending August 31, 2012. Receipts from the Highway Allocation Fund are also equally pledged to the payment of the City’s General Obligation Highway Allocation Fund Pledge Bonds, Series 2006, dated December 5, 2006 (the “**Series 2006 Bonds**”), of which \$22,155,000 in aggregate principal amount are presently outstanding. The City also uses receipts from the Highway Allocation Fund to pay the costs of road construction and maintenance.

The pledge of money received and to be received from the Highway Allocation Fund shall not prevent the City from applying receipts from the Highway Allocation Fund in any year for other lawful purposes so long as sufficient receipts from the Highway Allocation Fund have been set aside for the payment of the principal of and interest falling due in such year on the Bonds, the Series 2006 Bonds and any other bonds of the City secured by a pledge of receipts from the Highway Allocation Fund. Pursuant to the Bond Ordinance, the City has reserved the right to issue additional highway allocation fund pledge bonds payable on a parity with the Bonds and the Series 2006 Bonds and equally and ratably secured by a pledge of the receipts from the Highway Allocation Fund if the maximum annual debt service on all highway allocation fund bonds of the City outstanding upon the issuance of such additional bonds does not exceed the receipts from the Highway Allocation Fund for the prior fiscal year of the City.

To the extent that Highway Allocation Fund moneys and other legally available moneys of the City appropriated for such purposes are insufficient to pay the principal of and interest on the Bonds when due, the City shall cause to be levied and collected annually ad valorem taxes, without limitation as to rate or amount, on all the taxable property in the City sufficient to pay the principal of and interest on the Bonds, which taxes shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the City. The full faith and credit of the City is pledged to the prompt payment of the principal of and interest on the Bonds. See **“NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION”** herein.

Among other factors affecting an investment in the Bonds, potential investors should be aware that the United States Bankruptcy Code enables debtors (including municipalities such as the City) that are insolvent to obtain relief through a petition and plan that may result in the modification or delay of payments to creditors, including registered owners of the Bonds. In the event the City becomes insolvent, the registered owners of the Bonds would be treated as general creditors of the City along with all other unsecured claimants. The extent to which the exception from limitations upon overall tax rates provided for in existing legislation might entitle registered owners of the Bonds to be treated as a separate class or otherwise given priority over other unsecured claimants is a matter that would be subject to future determinations of state and federal courts interpreting and applying both state law and the provisions of the United States Bankruptcy Code. Procedures under the United States Bankruptcy Code or other insolvency laws could result in delays in payment and modifications of payment rights. The State of Nebraska has authorized its political subdivisions to seek relief under the United States Bankruptcy Code.

NEBRASKA LAWS RELATED TO BUDGETS AND TAXATION

The City's principal source of revenue for its general fund is local property taxes. Local property taxes constitute the City's largest revenue source, but are subject to certain limitations as discussed below. The system of assessing and taxing personal property by the State for purposes of local ad valorem taxation for support of local political subdivisions, including the City, has from time to time been the object of controversy, legal challenges, constitutional initiative petitions and legislative action.

The Nebraska Legislature (the **“Legislature”**) has enacted legislation intended to reduce the level of expenditures and property taxes by political subdivisions in the State. Sections 13-518 to 13-522, inclusive, Reissue Revised Statutes of Nebraska, as amended, and related sections (collectively, the **“Budget Limitations”**), limit the increase of certain restricted funds that may be budgeted by governmental units such as the City. Such restricted funds include property taxes, sales taxes and other funding sources comprising approximately 75% of funding sources used to fund the City's tax supported budget, but exclude restricted funds pledged to retire bonded indebtedness. The Budget Limitations currently provide for a base limitation of 2.5% upon increases plus the percentage increase in the property tax provided by new construction, improvements to existing property, annexations and new personal property added to the property tax base. The base limitation is subject to review by the Legislature from year to year and may be exceeded by an additional 1% upon an affirmative vote of at least 75% of the governing body. The Budget Limitations are enforced through the office of the Auditor of Public Accounts of the State and State aid may be withheld from governmental units that fail to comply. The Budget Limitations do not apply to the revenues of proprietary funds except to the extent such revenues are used for general fund purposes.

For the 2011-12 fiscal year, the City was permitted to increase its appropriation of restricted funds under the Budget Limitations by 2.5%. Unused restricted fund authority from prior years can be carried over into future fiscal years to use in addition to the annual increases allowed. As of August 31, 2011, the City had accumulated \$18,279,327 of unused restricted funds authority which would be available for future fiscal years.

The Legislature has also enacted Section 77-3442, Reissue Revised Statutes of Nebraska, as amended, and related sections (collectively, the **“Levy Limitations”**), to provide overall limitations on the property tax levies of political subdivisions, including the City. The Levy Limitations expressly exclude any property taxes levied for bonded indebtedness. The maximum levy for the City is presently set at 45¢ per \$100 of taxable valuation with an additional 5¢ per \$100 of taxable valuation available to provide for the City's share of revenue required under any agreement executed by the City with another governmental unit pursuant to the Interlocal Cooperation Act or the Joint Public Agency Act. The City's current levy (excluding its bond levy) is 27.87¢ per \$100 of taxable valuation on all the taxable property within the City.

Ad valorem taxes levied to pay debt service on the Bonds are not subject to either the Budget Limitations or the Levy Limitations. Under the Act, the City is authorized to levy ad valorem taxes without limitation as to

rate or amount upon all of the taxable property in the City sufficient to pay the principal of and the interest on the Bonds. The authority of the City to levy such taxes with respect to the Bonds is not subject to any charter, statutory or constitutional limitations.

Future legislation, decisions of the Nebraska Supreme Court, or initiative petitions proposed and passed by qualified voters in the State may alter the Budget Limitations and the Levy Limitations, or may otherwise modify the sources of and limitations on the revenues used by governmental units in the State to finance their activities.

ESTIMATED SOURCES AND USES OF FUNDS

SOURCES OF FUNDS:

Principal Amount of Bonds	\$28,095,000.00
Original Issue Premium	3,824,302.60
Refunded Bonds Debt Service Funds	<u>950,000.00</u>
TOTAL SOURCES OF FUNDS:	\$32,869,302.60

USES OF FUNDS:

Deposit to Escrow Account	\$32,548,630.19
Costs of Issuance†	<u>320,672.41</u>
TOTAL USES OF FUNDS:	\$32,869,302.60

† Includes Underwriter's discounts, legal fees, printing expenses and other miscellaneous expenses.

RATINGS

Moody's Investors Service has assigned the Bonds the rating of "Aaa", and Standard & Poor's, a division of The McGraw-Hill Companies, has assigned the Bonds the rating of "AAA". Such ratings reflect only the views of the respective organizations, and explanations of the significance of such ratings may be obtained from Moody's Investors Service, 7 World Trade Center, 350 Greenwich Street, 23rd Floor, New York, New York 10007, telephone (212) 553-0300, and Standard & Poor's Ratings Services, 55 Water Street, New York, New York, 10041, telephone (212) 438-2124, respectively.

Generally, rating agencies base their ratings on such information and materials and investigations, studies and assumptions furnished to and obtained and made by the rating agencies. The debt ratings are not a recommendation to purchase, sell or hold a security, inasmuch as they do not comment as to market price or suitability for a particular investor. There is no assurance that the above ratings will remain for any given period of time or that they may not be lowered, suspended or withdrawn entirely by either or both rating services if they deem circumstances are appropriate. Any downward change in, suspension or withdrawal of either or both ratings may have an adverse effect on the market price of the Bonds.

TAX MATTERS

Tax Opinions of Bond Counsel

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by the City with covenants designed to satisfy the requirements of the Code that must be met subsequent to the issuance of the Bonds. Failure to comply with such requirements could cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The City has covenanted to comply with such requirements.

Notwithstanding Bond Counsel's opinion that interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax, such interest will be included in adjusted current earnings of certain corporations, and such corporations are required to include in the calculation of alternative minimum taxable income 75% of the excess of such corporations' adjusted current earnings over their alternative minimum taxable income (determined without regard to such adjustment and prior to reduction for certain net operating losses). The accrual or receipt of interest on the Bonds may otherwise affect the federal income tax liability of the owners of the Bonds. The extent of these other tax consequences will depend upon such owner's particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers otherwise entitled to claim the earned income credit, or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Bonds.

In the further opinion of Bond Counsel, under the existing laws of the State of Nebraska, the interest on the Bonds is exempt from Nebraska state income taxation so long as it is exempt for purposes of the federal income tax.

Bond Counsel has expressed no opinion regarding other federal, State or local tax consequences arising with respect to the Bonds.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made after March 31, 2007 to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

CONTINUING DISCLOSURE

The City is executing the Continuing Disclosure Certificate (the "**Disclosure Certificate**") for the benefit of the owners and Beneficial Owners of the Bonds and in order to assist the Underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission (the "**Rule**"). The City ("**Obligated Person**") is the only "obligated person" within the meaning of the Rule with responsibility for continuing disclosure.

The City has not failed to comply with any prior such undertaking under the Rule.

Annual Reports

Pursuant to the Disclosure Certificate, the City shall, not later than **May 1** of each year, commencing May 1, 2013, provide to the Municipal Securities Rulemaking board (“**MSRB**”) the following financial information and operating data (the “**Annual Report**”):

(a) The audited financial statements of the City for the prior fiscal year, prepared in accordance with generally accepted accounting principles. If audited financial statements are not available by the time the Annual Report is required to be filed, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement relating to the Bonds, and the audited financial statements shall be filed in the same manner as the Annual Report promptly after they become available.

(b) Updates of the end of the fiscal year of the financial information and operating data relating to the City contained in **APPENDIX A** of this Official Statement in substantially the same format contained in this Official Statement.

Listed Event Notices

Pursuant to the Disclosure Certificate, not later than 10 business days after the occurrence of any of the following events, the Obligated Person shall also give, or cause a dissemination agent to give, notice of the occurrence of any of the following events with respect to the bonds (“**Listed Events**”):

- (1) principal and interest delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions; the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) modifications to rights of bondowners, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution or sale of property security repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the Obligated Person;
- (13) the consummation of a merger, consolidation, or acquisition involving the Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such action, other than pursuant to its terms, if material; and definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) appointment of a successor or additional trustee or the change of name of the trustee, if material.

If a dissemination agent has been instructed by the City to report the occurrence of a Listed Event, the dissemination agent shall promptly file a notice of such occurrence with the MSRB, with a copy to the City.

The City may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under the Disclosure Certificate, and may discharge any such dissemination agent, with or without appointing a successor dissemination agent. The dissemination agent shall not be responsible in any manner for the content of any notice or report prepared by the Agency pursuant to the Disclosure Certificate.

Notwithstanding any other provision of the Disclosure Certificate, the City may amend the Disclosure Certificate and any provision of the Disclosure Certificate may be waived, provided Bond Counsel or other counsel experienced in federal securities law matters provides the City with its opinion that the undertaking of the City, as so amended or

after giving effect to such waiver, is in compliance with the Rule and all current amendments thereto and interpretations thereof that are applicable to the Disclosure Certificate.

In the event of a failure of the City, or any dissemination agent, to comply with any provision of the Disclosure Certificate, any Owner or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City, or any dissemination agent, to comply with its obligations under the Disclosure Certificate. A default under the Disclosure Certificate shall not be deemed an Event of Default under the Bond Ordinance, and the sole remedy under the Disclosure Certificate in the event of any failure of the City, or any dissemination agent, to comply with the Disclosure Certificate shall be an action to compel performance.

Electronic Municipal Market Access System (EMMA)

All Annual Reports and notices of Listed Events required to be filed by the City or the dissemination agent pursuant to the Disclosure Certificate must be submitted to the MSRB through the MSRB's Electronic Municipal Market Access system ("EMMA"). EMMA is an internet-based, online portal for free investor access to municipal bond information, including offering documents, material event notices, real-time municipal securities trade prices and MSRB education resources, available at www.emma.msrb.org. Nothing contained on EMMA relating to the City or the Bonds is incorporated by reference in this Official Statement.

LITIGATION

As of the date of this Official Statement there is, and as of the date of delivery of the Bonds there will be, no litigation, suit or other proceeding of any kind pending, or to our knowledge threatened, (a) seeking to restrain or enjoin the issuance or delivery of the Bonds, or (b) contesting, disputing or affecting in any way (1) the legal organization of the City or its boundaries, (2) the right or title of any of its officers to their respective offices, (3) the legality of any of its official acts shown to have been done in the Transcript of Proceedings, (4) the constitutionality or validity of the Bonds or the indebtedness represented by the Bonds, or any of the proceedings had in relation to the authorization, issuance or sale thereof, (5) the legality, validity or enforceability of the Bond Ordinance or any related documents, (6) the power and authority of the City to secure the Bonds in the manner provided for in the Bond Ordinance which will provide money sufficient in rate and amount to assure, together with any other funds of the City available for such purposes, the payment in full, and when due, of the principal of and interest on the Bonds, or to utilize any other such money lawfully available to pay interest on and principal of the Bonds, when and as the same shall become due, or (7) the federal or State tax-exempt status of the interest on the Bonds, or (c) that could have a material adverse effect on the financial condition or operations of the City or its ability to make payments on the Bonds or to perform its agreements and obligations under the Bond Ordinance or any related documents.

LEGAL OPINION

The approving opinion of Kutak Rock LLP, Omaha, Nebraska, Bond Counsel will affirm, among other things, that the Bonds have been authorized and issued in accordance with the Constitution and statutes of the State and constitute valid and legally binding obligations of the City. The rights of the holders of the Bonds and the enforceability thereof may be subject to valid bankruptcy, insolvency, reorganization, moratorium and other laws for the relief of debtors.

UNDERWRITING

The Bonds are being purchased by Ameritas Investment Corp., Lincoln, Nebraska (the "Underwriter"). The Underwriter has agreed, subject to certain conditions set forth in the Bond Purchase Agreement between the Underwriter and the City (the "Purchase Agreement"), to purchase the Bonds from the District at a price equal to \$31,695,947.35 (par amount of the Bonds (\$28,095,000), plus original issue premium of \$3,824,302.60 and less an underwriting discount of \$223,355.25), plus accrued interest, if any. The Purchase Agreement provides that the Underwriter will purchase all such Bonds if any such Bonds are purchased.

The Underwriter intends to offer the Bonds to the public initially at the offering prices set forth on the inside cover page of this Official Statement, which may subsequently change without any requirement of prior notice. The Underwriter reserves the right to join with dealers and other underwriter(s) in offering the Bonds to the public. The

Underwriter may offer and sell Bonds to certain dealers (including dealers depositing Bonds into investment trusts) at prices lower than the public offering prices. In connection with this offering, the Underwriter may overallocate or effect transactions that stabilize or maintain the market price of the Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

While the Underwriter expects, insofar as possible, to maintain a secondary market for the Bonds, no assurance can be given concerning the future maintenance of such a market by the Underwriter or others, and prospective purchasers of the Bonds should therefore be prepared to hold their Bonds to their maturity.

The Underwriter is not acting as a financial advisor to the City in connection with the offer and sale of the Bonds. The Underwriter has previously acted as financial advisor to the City in connection with the City's issuance of other bonds and obligations, and the Underwriter expects to provide such financial advisory services to the City in the future with respect to other bonds and obligations of the City.

INDEPENDENT AUDITORS

The financial statements and schedules of the City as of and for the year ended August 31, 2011, included in **"APPENDIX B – THE CITY OF LINCOLN, NEBRASKA – ACCOUNTANTS REPORT AND AUDITED FINANCIAL STATEMENTS,"** have been audited by BKD LLP, independent auditors, as stated in their report appearing herein. The City did not request BKD LLP to perform any updating procedures subsequent to the date of its audit report on the August 31, 2011 financial statements.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The accuracy of the mathematical computations of (a) the adequacy of the maturing principal of and interest earned on the Government Obligations to provide for the payment of the principal of and the interest on the Refunded Bonds when due and the redemption price of the Refunded Bonds on the Redemption Date, and (b) the actuarial yield on such Government Obligations and on the Bonds, which computations support the conclusion that the Bonds are not "arbitrage bonds" under Section 148 of the Code, have been verified by Chris D. Berens, CPA, P.C., independent certified public accountants.

MISCELLANEOUS

All estimates and assumptions herein have been made on the basis of the best information available and are believed to be reliable, but no representations whatsoever are made that such estimates or assumptions are current or will be realized. So far as any statements herein involve matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact.

The information set forth in this Official Statement should not be construed as representing all of the conditions affecting the City or the Bonds.

This Official Statement is issued by the City.

THE CITY OF LINCOLN, NEBRASKA

By: _____
Steve Hubka, Interim Finance Director

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APPENDIX A

THE CITY OF LINCOLN

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THE CITY OF LINCOLN

General

Lincoln, the capital of Nebraska, is located in southeastern Nebraska near the center of population of the state. The City was originally incorporated in 1869. It is approximately midway between Chicago and Denver. It has an area of 90.85 square miles, and in its growth and development has annexed five other municipalities so that the City includes most of the urban area of Lancaster County. It enjoys a unique position in Nebraska as the center of the state governmental and educational activities.

Population

The 1980 population of the City was 171,932; the 1990 population was 191,972; the 2000 population was 225,588; and the 2010 population was 258,379, a 14.5 percent increase over the 2000 count. The 2010 count represents 90.5 percent of the population of Lancaster County, the county in which the City is located.

City Government

The City, operating under a home rule charter, has a mayor-council form of government with an elected full-time chief executive, the Mayor, and an elected legislative body, the Council, composed of seven members. Three are elected at large and four by district on a nonpartisan basis for a term of four years. The administration of City government is performed under the direction of the Mayor by administrative departments.

City government has a broad range of responsibilities, including electric, water, and sanitary sewer systems, and an impressive park and playground system of over 6,503 acres maintained for public use, nine public swimming pools, and five public golf courses. The City has cooperated actively with the county government in several joint governmental buildings, and in other specific areas of responsibility, including health, planning, civil defense, data processing, tax collection, parks, and jail facilities. There are cooperative agreements with the United States government on parks and flood control, with the University of Nebraska on planning and property transfer, with the area Watershed District on flood control, and with the Lincoln School District on recreation.

Transportation

The Lincoln metropolitan area is served by Interstate 80, and U.S. Highways 2, 6, 34, and 77.

Lincoln is served by two commercial airports with daily shuttle service available between locations. The Lincoln Municipal Airport is located less than 10 minutes from downtown and has daily departures to Chicago, Denver, Detroit, and Minneapolis. Eppley Airfield, located in east Omaha, is 65 minutes from downtown Lincoln and offers service from multiple airlines. Together the two airports offer more than 100 arrivals and departures daily. The Lincoln Municipal Airport also offers General Aviation services. The General Aviation runway is 8,649 feet long, and the runway is lit dusk to dawn.

Railroad transportation facilities include those of Burlington Northern/Santa Fe, Union Pacific, and AMTRAK. Ground transportation is furnished by Greyhound/Black Hills Stage Lines and local StarTran bus services.

Government Center

The State Capitol, an architectural achievement located in Lincoln, is considered one of the most impressive in all the 50 states. Other state governmental facilities in the City include the Nebraska Educational Telecommunications facility, the Nebraska Game and Parks Commission headquarters, the Lincoln Regional Center (state hospital), and the Nebraska Penal Complex.

Federal agencies in Lincoln include regional offices of the U.S. Department of Agriculture (Mid-West Regional Technical Service Center), the Immigration & Naturalization Service and the Veterans Administration, as well as the state offices of other federal agencies. There is also a U.S. Veterans Medical Facility.

Lancaster County offices are also located in Lincoln, the county seat.

Education

The University of Nebraska, with approximately 24,000 students, Nebraska Wesleyan University, with approximately 2,100 students, Union College, with approximately 900 students, Kaplan University, with approximately 930 students and Southeast Community College, with approximately 10,300 students and with a number of facilities for both full-time and part-time occupational training, are located in the City of Lincoln. The City's modern and progressive school system, with an enrollment of over 35,000 is served by 6 high schools, 11 middle schools, and 37 elementary schools. Lincoln is home to nearly 30 private and parochial schools. Lincoln's private school offerings range from pre-K to high school institutions. Affiliations include Roman Catholic, Lutheran, SDA, and nondenominational Christians.

Building Permits and Property Values

LAST TEN YEARS							
FISCAL YEAR	COMMERCIAL 1 CONSTRUCTION		RESIDENTIAL 1 CONSTRUCTION		PROPERTY VALUE 2		TOTALS
	# PERMITS	VALUE	# PERMITS	VALUE	COMMERCIAL	RESIDENTIAL	
2011	1,320	\$ 223,215,672	2,336	\$ 155,181,140	\$ 4,477,256,519	\$ 10,648,151,681	\$ 15,125,408,200
2010	1,234	241,509,266	2,225	116,914,465	4,438,463,100	10,546,474,527	14,984,937,627
2009	1,196	199,331,086	1,794	104,316,385	4,382,749,195	10,839,440,027	15,222,189,222
2008	1,064	274,267,477	2,261	149,678,215	4,246,365,596	10,723,170,809	14,969,536,405
2007	994	293,968,408	2,820	202,786,768	4,236,340,817	10,402,515,684	14,638,856,501
2006	1,088	263,006,153	3,150	195,885,622	3,814,534,869	9,083,290,211	12,897,825,080
2005	1,092	204,677,969	3,387	277,158,200	3,694,097,147	8,727,702,573	12,421,799,720
2004	1,061	258,670,339	3,846	321,126,701	3,598,787,015	8,402,403,364	12,001,190,379
2003	1,036	269,298,229	3,913	315,662,242	3,094,988,486	7,255,640,292	10,350,628,778
2002	1,013	245,476,386	3,405	262,293,941	2,855,200,333	7,048,688,380	9,903,888,713

¹ City of Lincoln, Building and Safety Department.

² Lancaster County Assessor.

Police and Fire Protection

Lincoln has fourteen fire stations manned by 283 firefighters and three police stations with 321 police officers.

City Employee Information

For the 2011-2012 fiscal year, contracts have been signed with all of our unions. Unions include: the Lincoln Police Union (LPU) representing police officers; the International Association of Firefighters (IAF) representing firefighters, the Amalgamated Transit Union (ATU) representing transit workers, the Public Association of Government Employees (PAGE) representing labor, trades, and clerical personnel, the City Employees Association (CEA) representing supervisory, highly technical, and professional personnel, and the Lincoln M Class Employees Association (LMCEA) representing upper management, administration and professional personnel. All contracts expire at the end of August, 2012.

Since the inception of labor contracts in 1970, the City of Lincoln has been able to handle its labor relations in such a manner as to avoid interruptions, although it has been necessary to use the facilities of the Nebraska Commission of Industrial Relations on issues involving the International Association of Firefighters, International Brotherhood of Police Officers, and the Public Association of Government Employees.

SELECTED ECONOMIC INDICATORS

LINCOLN SMSA (LANCASTER COUNTY) NONAGRICULTURAL WAGE AND SALARY EMPLOYMENT

	MAY 31, 2011		NOVEMBER 30, 2011	
	Number Employed	Percent of Total	Number Employed	Percent of Total
Industry Manufacturing:				
Durable Goods	8,130	4.6	8,064	4.5
Nondurable Goods	4,833	2.8	4,768	2.7
Total Industry Manufacturing	12,963	7.4	12,832	7.2
Nonmanufacturing:				
Natural Resource & Construction	6,621	3.8	6,493	3.7
Transportation, Communications & Utilities	10,491	6.0	10,711	6.0
Wholesale Trade	4,028	2.3	4,150	2.3
Retail Trade	18,370	10.5	19,346	10.9
Information	2,130	1.2	2,184	1.3
Finance, Insurance & Real Estate	13,327	7.6	13,354	7.5
Services (except domestic)	67,979	38.8	69,100	39.1
Government	39,201	22.4	38,948	22.0
Total Nonmanufacturing	162,147	92.6	164,286	92.8
TOTAL	175,110	100.0	177,118	100.0

Lincoln is proud to have some of the nation's leading industrial companies as local employers, including Goodyear Tire and Rubber Company, Burlington Northern Railroad, Archer-Daniels-Midlands Company, Kawasaki Motors Corporation USA, and Square D.

LINCOLN SMSA (LANCASTER COUNTY LABOR FORCE DATA 2011-2002) (For the Calendar Year Indicated)

	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002
Civilian Labor Force	160,683	157,933	159,298	159,943	157,887	157,632	157,999	158,444	156,940	153,021
Unemployment	6,130	6,802	7,015	4,899	4,462	4,592	5,643	5,346	5,841	5,007
Percent of Labor Force	3.8	4.3	4.4	3.1	2.8	2.9	3.6	3.4	3.7	3.3
Employment	154,553	151,130	152,283	155,044	153,425	153,040	152,355	153,098	151,100	148,013

STATE OF NEBRASKA

Percent of Labor Force										
Unemployment	4.2	4.7	4.7	3.3	3.0	3.2	3.9	3.8	3.8	3.6

Source: State of Nebraska, Department of Labor

**DEMOGRAPHIC STATISTICS
LAST TEN YEARS**

Year	Population 1	Per Capita Personal Income 2	School Enrollment 3
2011	258,379	\$	36,530
2010	254,001		35,896
2009	251,624	37,361	34,973
2008	248,744	37,990	34,061
2007	241,167	36,838	33,466
2006	239,213	35,441	32,934
2005	238,625	33,799	32,505
2004	236,146	33,024	32,270
2003	235,565	32,098	31,889
2002	231,800	31,208	31,867

Sources:

1 Lincoln/Lancaster Planning Department.

2 U.S. Dept. of Commerce Bureau of Economic Analysis.

Per Capital Income is based on Lincoln Metropolitan Statistical Area, which includes all of Lancaster and Seward Counties

Per Capita Income for 2010 and 2011 is unavailable.

3 Lincoln Public Schools.

Median age from the 2010 census was 31.8. Education statistics per the 2010 Census indicate that 92.4% of the population 25 years and older has a high school degree or greater with 35.2% of the same population holding a Bachelor's degree or greater.

**LINCOLN UTILITY CUSTOMERS LAST
TEN YEARS**

Year	Water Customers	Gas Customers	Electricity Customers
2011	79,184	94,231	128,373
2010	78,740	93,916	129,322
2009	77,973	93,679	128,115
2008	77,532	93,419	126,978
2007	76,816	93,301	124,878
2006	75,919	92,824	123,376
2005	74,649	92,152	121,508
2004	73,059	91,046	119,456
2003	72,260	89,642	116,974
2002	69,704	89,085	114,388

Source: Indicated Utility Companies

SELECTED FINANCIAL STATISTICS

GENERAL GOVERNMENTAL EXPENDITURES BY FUNCTION ¹ LAST TEN FISCAL YEARS

Fiscal Year	General Government	Public Safety	Streets And Highways	Culture And Recreation	Economic Opportunity	Health And Welfare	Mass Transit	Debt Service	Totals
2011	\$ 36,622,362	69,537,057	18,335,078	21,794,585	15,811,914	21,993,415	15,088,883	26,439,462	225,622,756
2010	35,865,006	64,679,523	19,832,223	21,483,873	15,359,628	21,652,729	12,034,413	17,032,401	207,939,796
2009	34,428,477	63,984,484	16,445,304	22,449,569	11,321,242	20,349,757	9,575,670	16,990,105	195,544,608
2008	35,278,575	61,147,903	16,482,240	21,686,564	14,685,668	21,053,132	10,707,601	14,427,795	195,469,478
2007	33,946,258	60,953,651	17,430,452	21,719,544	11,670,315	20,378,863	14,877,357	11,589,720	192,566,160
2006	34,666,641	60,064,604	16,928,575	20,938,212	12,623,307	25,566,267	8,901,327	11,016,269	190,705,202
2005	32,532,685	58,669,932	17,064,845	21,669,847	14,870,592	19,126,931	8,306,921	10,562,993	182,804,746
2004	30,884,544	55,272,920	13,633,902	22,308,940	14,728,510	18,544,667	10,525,090	7,914,521	173,813,094
2003	28,938,852	50,933,285	12,317,663	19,935,823	16,469,645	17,614,751	7,996,019	8,507,223	162,713,261
2002	27,237,134	49,913,169	10,833,055	16,974,798	14,017,601	17,989,603	12,691,837	7,411,878	157,069,075

¹ Includes General, Special Revenue, and Debt Service Funds.

GENERAL REVENUES BY SOURCE ¹ LAST TEN FISCAL YEARS

Fiscal Year	Taxes And Special Assessment	Inter-Governmental	Permits And Fees	Reimbursement For Services	Investment Earnings	Other	Totals
2011	\$ 144,632,640	71,532,824	18,524,372	7,521,366	5,454,877	11,279,552	258,945,631
2010	131,562,303	61,640,301	16,432,219	7,004,334	5,197,259	6,467,138	228,303,554
2009	130,360,416	75,099,973	17,119,002	6,600,299	5,791,391	7,818,015	242,789,096
2008	130,094,818	73,830,720	18,013,104	6,511,457	6,806,258	7,667,778	242,924,135
2007	125,328,388	63,928,043	19,126,239	6,491,112	10,371,565	7,052,107	232,297,454
2006	121,857,986	60,757,501	18,423,079	7,063,192	4,082,196	7,886,377	220,070,331
2005	119,318,079	63,180,171	16,535,049	6,936,334	4,327,311	12,028,417	222,325,361
2004	114,756,962	58,619,699	15,593,326	6,322,870	5,207,711	10,188,520	210,689,088
2003	107,114,577	52,773,424	12,679,623	6,097,336	4,353,336	8,234,138	191,252,434
2002	105,139,052	59,029,609	12,449,879	5,605,557	4,606,825	10,325,634	197,156,556

¹ Includes General, Special Revenue, and Debt Service Funds.

**SPECIAL ASSESSMENT COLLECTIONS
LAST TEN YEARS ¹**

Fiscal Year Ended <u>August 31</u>	Special Assessment Collections <u>Including Interest</u>
2011	\$ 1,103,720
2010	1,136,150
2009	1,071,238
2008	1,418,936
2007	1,448,146
2006	1,667,037
2005	1,413,582
2004	2,104,925
2003	1,814,191
2002	1,867,653

¹ Special assessment collections are not tracked by levy year, therefore the portion of collections during any year that apply to any particular levy cannot be determined.

Authority to Levy Taxes

Article IX, Section 3 of the Home Rule Charter of the City provides that the City shall have power to levy a tax each year for general revenue purposes upon all property subject to taxation; provided that the maximum amount of taxes that can be levied by the City in any one year for general revenue purposes shall not exceed an amount known as the City tax limit. The City tax limit is a tax ceiling established by using the September 1, 1966 City dollar tax limit as an initial tax limit, and increasing that tax limit each year following 1966 by 7% so that in each fiscal year thereafter, the amount of the City tax limit shall be the amount of the city tax limit for the previous year, plus 7% thereof. In addition, the City also has the power to levy taxes each year sufficient to pay any judgment existing against the City and the interest on bonded debt and the principal on any bonded debt maturing during the fiscal year or within six months thereafter, as well as taxes authorized by state law. The City is also authorized to receive all taxes collected and distributed pursuant to state law and in lieu of tax payments imposed by law. The 2011 tax levy for the 2011--2012 fiscal year is \$100,174,806 below the legal limit, a tax rate per \$100 valuation of .31580. The assessed value upon which the 2011 levy is based is \$15,900,828,813. By charter, only 90% of the property tax levy may be appropriated.

For the 2011-2012 fiscal year the City is subject to a state imposed lid on the appropriation of "restricted funds", that are revenues received from property tax, sales tax, state aid, in-lieu of tax and highway allocation fees. Bonded indebtedness, capital improvements, and costs associated with inter local agreements are exempt from the lid. For 2011-2012 the City can also use authority equal to the greater of 2.5% or the amount of real growth in the tax base that was .12%. An additional 1% can be authorized by a 75% vote of the City Council but was not utilized for the 2011-2012 budget. The 2011-2012 budget is approximately \$18.3 million below the state imposed lid limit.

**PROPERTY TAX LEVIED AND COLLECTED
LAST TEN YEARS**

The fiscal year of the City begins September 1 and ends August 31. Taxes are levied in October. First installments of real estate taxes are delinquent the following April 1, second installments delinquent August 1; personal property taxes are delinquent April 1 and August 1. Delinquent taxes bear 14 percent interest. The figures below include interest and penalties. The figures below do not include motor vehicle in lieu of ad valorem taxes.

Tax Year	Taxes Levied	Collected As Of August 31 After Levy			Accumulated Collections As Of August 31, 2011	
		Amount	Percent		Amount	Percent
2011	\$ 45,718,972	\$ 44,206,917	96.69 %	\$	44,206,917	96.69 %
2010	45,197,040	\$ 43,791,366	96.89		45,170,841	99.94
2009	45,884,670	44,385,970	96.73		45,867,726	99.96
2008	45,052,028	43,526,689	96.61		45,039,392	99.97
2007	43,291,440	41,815,295	96.59		43,284,921	99.98
2006	40,930,818	39,549,553	96.63		40,927,221	99.99
2005	38,755,995	37,488,504	96.73		38,749,283	99.98
2004	36,994,112	35,696,288	96.49		36,902,819	99.75
2003	35,007,926	33,648,496	96.12		34,916,463	99.74
2002	33,731,282	32,482,000	96.30		33,720,019	99.97

TEN LARGEST TAXPAYERS

Listed below are the ten largest taxpayers in the City of Lincoln as reported by the County Assessor. These taxpayers each pay less than five percent of the total taxes levied.

Taxpayers	Type of Business	2011 Assessed Valuations	Percentage Of Total Assessed Valuation
B & J Partnership Ltd.	Building Management	\$ 78,862,600	0.50%
Burlington Northern	Railroad	71,668,442	0.45%
Kawasaki	Manufacturing	70,126,972	0.44%
Ameritas Life Insurance Corp	Insurance	61,017,194	0.38%
WEA Gateway LLC	Retail Management	56,997,083	0.36%
Bryan LGH	Hospital	53,953,361	0.34%
Pfizer	Animal Health	47,060,705	0.30%
Nebco	Construction/Development	46,160,673	0.29%
Chateau Van Dorn LLC	Real Estate Development	45,364,619	0.29%
Black Hills Utility Holdings	Gas Utility	45,124,751	0.28%
		\$ 576,336,400	3.63%

CITY SALES TAX INFORMATION

The City had a one percent (1%) sales and use tax through June 30, 1985. Effective July 1, 1985 the sales and use tax was raised to one and one half percent (1.5%). These taxes are administered and collected for the City by the State of Nebraska. The State receives three percent (3%) for their service. The City has had a sales tax since 1969.

SALES AND USE TAX COLLECTIONS LAST TEN YEARS

Year Ended August 31	Amount
2011	\$ 57,959,545
2010	54,925,013
2009	54,255,376
2008	55,733,297
2007	53,960,485
2006	54,270,346
2005	53,781,209
2004	51,869,477
2003	48,657,268
2002	45,393,491

GENERAL FUND TAX COLLECTIONS LAST TEN YEARS

Fiscal Year	Property and Motor Vehicle Taxes	Sales and Use Taxes	Sundry Taxes	Taxes In Lieu	Occupation Taxes	Total
2011	\$ 31,449,267	57,959,545	30,957	1,755,098	11,699,691	102,894,558
2010	31,486,553	54,925,013	11,895	1,620,431	10,467,534	98,511,426
2009	33,783,984	54,255,376	8,143	1,540,752	10,071,230	99,659,485
2008	32,181,660	55,733,297	18,600	1,511,404	9,670,060	99,115,021
2007	31,454,763	53,960,485	10,492	1,399,939	9,596,588	96,422,267
2006	28,366,526	54,270,346	9,526	1,315,038	8,936,502	92,897,938
2005	26,727,618	53,781,209	12,445	1,159,742	9,169,791	90,850,805
2004	24,546,532	51,869,477	9,263	1,144,747	9,037,781	86,607,800
2003	22,780,085	48,657,268	10,876	1,199,507	8,831,712	81,479,448
2002	23,353,414	45,393,491	8,403	1,163,468	9,097,442	79,016,218

**TAXABLE ASSESSED VALUATION
LAST TEN YEARS ¹**

Tax Year		Real Estate	All Other	Total
2011	\$	15,125,408,200	755,852,220	15,881,260,420
2010		14,984,937,627	761,515,955	15,746,453,582
2009		15,222,189,222	713,383,515	15,935,572,737
2008		14,969,536,405	684,390,085	15,653,926,490
2007		14,638,856,501	703,307,287	15,342,163,788
2006		12,897,825,080	685,425,215	13,583,250,295
2005		12,421,799,720	716,716,506	13,138,516,226
2004		12,001,190,379	742,915,013	12,744,105,392
2003		10,350,628,778	779,959,389	11,130,588,167
2002		9,903,888,713	820,797,124	10,724,685,837

¹ Property is assessed at actual value; therefore, the assessed values are equal to actual value.

**TOTAL PROPERTY TAX LEVIES
ALL OVERLAPPING GOVERNMENTS
LAST TEN YEARS ¹**

	Tax Year									
	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002
City of Lincoln	0.2879	0.2879	0.2879	0.2879	0.2833	0.3009	0.2950	0.2903	0.3145	0.3145
School District No. 1	1.2462	1.2537	1.2668	1.2719	1.2764	1.3142	1.3141	1.3011	1.2830	1.2732
Lancaster County	0.2683	0.2683	0.2683	0.2755	0.2655	0.2841	0.2797	0.2683	0.2683	0.2583
Educational Service Unit #18	0.0145	0.0150	0.0150	0.0141	0.0141	0.0150	0.0150	0.0150	0.0150	0.0150
Community Technical College	0.0600	0.0676	0.0722	0.0689	0.0689	0.0696	0.0655	0.0655	0.0655	0.0636
Lower Platte South Natural Res. Dist.	0.0406	0.0410	0.0410	0.0418	0.0416	0.0422	0.0323	0.0323	0.0359	0.0365
Railroad Transportation Safety Dist.	0.0260	0.0260	0.0260	0.0260	0.0246	0.0260	0.0260	0.0248	0.0220	0.0221
Lancaster County Correctional JPA City	0.0189	0.0194	0.0195	-	-	-	-	-	-	-
Lancaster County Correctional JPA County	0.0106	0.0107	0.0106	-	-	-	-	-	-	-
Agricultural Society of Lancaster County	0.0017	0.0016	0.0015	0.0016	0.0016	0.0018	0.0020	0.0030	0.0012	0.0024
Lancaster County Fairgrounds	0.0038	0.0038	0.0038	0.0043	0.0037	0.0042	0.0042	0.0043	0.0050	0.0052
Public Building Commission	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170	0.0170
	<u>1.9955</u>	<u>2.0120</u>	<u>2.0296</u>	<u>2.0090</u>	<u>1.9967</u>	<u>2.0750</u>	<u>2.0508</u>	<u>2.0216</u>	<u>2.0274</u>	<u>2.0078</u>

¹ The assessment rate is 100% of market and the levy is expressed as the tax per \$100 of estimated market value.

DEBT MANAGEMENT

OUTSTANDING INDEBTEDNESS AS OF AUGUST 31, 2011

Long-term debt is comprised of the following individual issues (in thousands of dollars):

Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
General Obligation Bonds:							
General Bonds:							
8,220	03/01/99	Various Purpose Series B	3.000 - 4.250	Serial 1999 to 2011	2007	Semiannually	\$ 260
15,595	07/08/03	Various Purpose	2.625 - 3.750	Serial 2004 to 2017	2013	"	5,215
3,710	07/08/03	Various Purpose	4.000 / 4.125	Term 2020 & 2023	2013	"	3,710
9,950	06/15/05	Storm Sewer Construction	3.250 - 4.250	Serial 2006 to 2025	2015	"	7,660
8,295	06/27/07	Stormwater Drainage and Flood Mgmt	4.625 - 5.000	Serial 2008 to 2027	2017	"	7,265
8,200	02/10/11	Stormwater Bonds	2.000 - 4.500	Serial 2013 to 2030	2020	"	8,200
19,290	06/21/11	Refunding	0.2000 - 5.000	Serial 2011 to 2022	2019	"	19,290
Total General Bonds							\$ 51,600
Tax Allocation Bonds:							
1,035	04/21/04	Tax Allocation Bonds	2.000 - 3.200	Serial 2004 to 2011	2008	Semiannually	160
5,500	04/21/04	Tax Allocation Bonds	3.000 - 4.800	Serial 2004 to 2015	2010	"	2,880
365	08/15/05	Tax Allocation Bonds	4.750	Serial 2006 to 2018	Anytime	"	216
288	10/01/06	Tax Allocation Bonds	5.100	Serial 2008 to 2016	Anytime	"	188
2,205	04/05/07	Tax Allocation Bonds	5.000 - 5.550	Serial 2009 to 2018	2012	"	1,845
601	06/01/07	Tax Allocation Bonds	5.240	Serial 2008 to 2018	Anytime	"	561
388	06/01/07	Tax Allocation Bonds	5.240	Serial 2007 to 2020	Anytime	"	300
369	06/15/07	Tax Allocation Bonds	5.400	Serial 2007 to 2014	Anytime	"	190
42	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2021	Anytime	"	37
71	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2017	Anytime	"	63
474	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2022	Anytime	"	332
547	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	469
200	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	170
611	06/30/09	Tax Allocation Bonds	7.00	Serial 2011 to 2023	Anytime	"	609
3,375	07/28/09	Tax Allocation Bonds	2.500 - 6.400	Serial 2011 to 2023	Anytime	"	3,375
263	04/01/11	Tax Allocation Bonds	3.990	Serial 2011 to 2022	Anytime	"	263
Total Tax Allocation Bonds							\$ 11,658
Tax Supported Bonds:							
35,000	03/17/04	Highway Allocation Fund	2.000 - 5.000	Serial 2007 to 2023	2014	Semiannually	31,965
27,000	12/05/06	Highway Allocation Fund	4.000 - 5.000	Serial 2008 to 2027	2016	"	23,240
Total Tax Supported Bonds							\$ 55,205
Special Assessment Bonds:							
825	08/18/11	Special Assessment	0.400 - 3.700	Serial 2012 to 2026		Semiannually	825
375	08/18/11	Special Assessment	4.200	Term 2031		"	375
Total Special Assessment Bonds							\$ 1,200
West Haymarket Joint Public Agency							
31,515	09/08/10	Facility Bonds Taxable Build America Bonds	3.500 - 4.45	Serial 2020 to 2030	Anytime	Semiannually	31,515
68,485	09/08/10	Facility Bonds Taxable Build America Bonds	4.750 / 5.000	Term 2035 & 2045	Anytime	"	68,485
15,785	12/01/10	Facility Bonds Taxable Build America Bonds	4.000 - 5.000	Serial 2020 - 2025	Anytime	"	15,785
52,180	12/01/10	Facility Bonds Taxable Build America Bonds	5.400 / 5.800 / 6.000	Term 2030 2035 2039	Anytime	"	52,180
32,035	12/01/10	Recovery Zone Economic Development	6.750	Term 2045	Anytime	"	32,035
44,290	08/24/11	Facility Bonds	3.500 - 5.000	Serial 2021 to 2032	2021	"	44,290
55,710	08/24/11	Facility Bonds	4.250 / 5.000	Term 2036 & 2042	2021	"	55,710
Total West Haymarket Joint Public Agency							\$ 300,000
TOTAL GENERAL OBLIGATION BONDS							\$ 419,663
Tax Supported Bonds:							
11,080	3/13/02	Antelope Valley Project	1.500 - 5.000	Serial 2002 to 2016	2012	Semiannually	\$ 5,920
Revenue Bonds:							
39,235	07/31/03	Wastewater Revenue	2.000 - 5.000	Serial 2004 to 2023	2013	Semiannually	\$ 26,350
15,765	07/31/03	Wastewater Revenue	4.625 / 5.000	Term 2025 & 2028	2013	"	15,765
18,000	08/03/05	Wastewater Revenue	4.000 - 5.000	Serial 2006 to 2030	2015	"	15,000
16,710	04/18/07	Wastewater Revenue	4.000 - 4.500	Serial 2008 to 2029	2017	"	14,760
3,750	04/18/07	Wastewater Revenue	4.375	Term 2032	2017	"	3,750
Total Wastewater Bonds							\$ 75,625
11,850	11/22/02	Water Revenue	2.750 - 5.000	Serial 2005 to 2017	2012	Semiannually	6,180
6,660	11/22/02	Water Revenue	5.000	Term 2022	2012	"	6,660
32,180	05/01/03	Water Revenue	5.000	Serial 2004 to 2012	-	"	2,630
40,000	11/16/04	Water Revenue	3.000 - 5.000	Serial 2005 to 2025	2014	"	33,030
10,515	08/04/09	Water Revenue	2.000 - 4.125	Serial 2013 to 2029	2019	"	10,515
4,905	08/04/09	Water Revenue	4.500	Term 2034	2019	"	4,905
Total Water Bonds							\$ 63,920
4,360	12/18/01	Parking Revenue	3.750 - 5.000	Serial 2002 to 2017	2011	"	1,935
1,640	12/18/01	Parking Revenue	5.125	Term 2021	2011	"	1,640
2,065	12/29/10	Parking Revenue	1.250 - 2.850	Serial 2011 to 2014	N/A	"	1,760
10,775	01/27/11	Parking Revenue and Refunding	5.000 / 5.125 / 5.500	Term 2026 & 2031	2021	"	10,775
Total Parking Bonds							\$ 23,855
4,000	08/17/06	Solid Waste Management Revenue	4.000 - 4.250	Serial 2007 to 2021	2013	Semiannually	\$ 3,020
148,190	10/01/02	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2004 to 2025	2012	"	81,660
93,045	10/01/03	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2004 to 2026	2014	"	78,200
33,265	10/01/03	Electric Revenue and Refunding Bonds	4.750	Term 2028	2014	"	33,265
61,290	10/01/05	Electric Revenue Bonds	5.000	Serial 2029 to 2032	2015	"	61,290
53,710	10/01/05	Electric Revenue Bonds	4.750	Term 2035	2015	"	53,710
183,230	05/15/07	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2009 to 2035	2016	"	176,255
81,850	05/15/07	Electric Revenue and Refunding Bonds	4.500 / 4.750	Term 2034 & 2037	2016	"	81,850
Total Electric Bonds							\$ 566,230
TOTAL REVENUE BONDS							\$ 732,650

The annual requirements to pay principal and interest on all outstanding debt are as follows (in thousands of dollars):

Fiscal Year Ended August 31	Governmental Activities					
	General Obligation Bonds		Tax Supported Bonds		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 6,636	19,029	710	271	3,688	959
2013	8,563	19,575	740	238	3,284	889
2014	8,816	19,283	780	200	3,421	817
2015	9,061	18,971	815	162	3,511	738
2016	9,455	18,603	855	122	3,586	643
2017 - 2021	47,260	87,656	2,020	51	9,322	2,051
2022 - 2026	72,657	74,055	-	-	5,458	830
2027 - 2031	55,835	59,699	-	-	1,255	68
2032 - 2036	60,645	46,279	-	-	-	-
2037 - 2041	73,345	29,401	-	-	-	-
2042 - 2046	67,390	8,882	-	-	-	-
	<u>\$ 419,663</u>	<u>401,433</u>	<u>5,920</u>	<u>1,044</u>	<u>33,525</u>	<u>6,995</u>

Fiscal Year Ended August 31	Business-Type Activities					
	Revenue Bonds		Loans Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 28,020	34,879	195	116	258	24
2013	27,010	33,539	307	112	198	18
2014	28,255	32,258	312	107	205	13
2015	29,500	30,887	318	101	152	7
2016	30,845	29,481	323	96	98	5
2017 - 2021	178,095	123,373	1,694	399	98	2
2022 - 2026	117,595	86,452	1,839	254	-	-
2027 - 2031	119,815	59,989	1,896	97	-	-
2032 - 2036	119,470	29,412	107	1	-	-
2037 - 2041	54,045	3,676	-	-	-	-
	<u>\$ 732,650</u>	<u>463,946</u>	<u>6,991</u>	<u>1,283</u>	<u>1,009</u>	<u>69</u>

Fiscal Year Ended August 31	Major Enterprise Funds					
	Wastewater System		Water System		Electric System	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 3,075	3,620	5,380	2,905	18,680	27,267
2013	3,287	3,500	3,310	2,647	19,610	26,333
2014	3,397	3,370	3,425	2,506	20,595	25,353
2015	3,522	3,217	3,555	2,354	21,620	24,323
2016	3,648	3,057	3,690	2,191	22,675	23,271
2017 - 2021	20,475	12,768	20,915	8,199	131,510	98,220
2022 - 2026	25,189	7,816	16,315	3,406	71,630	72,415
2027 - 2031	18,611	2,161	4,240	1,266	90,790	55,355
2032 - 2036	1,412	58	3,090	283	115,075	29,072
2037 - 2041	-	-	-	-	54,045	3,676
	<u>\$ 82,616</u>	<u>39,567</u>	<u>63,920</u>	<u>25,757</u>	<u>566,230</u>	<u>385,285</u>

The City issues general obligation, special assessment, and revenue bonds to finance the acquisition and construction of major capital assets. Bonded indebtedness has also been entered into to advance refund several general obligation and revenue bonds. General obligation bonds are direct obligations and pledge the full faith and credit of the government. Special assessment bonds are repaid from amounts levied against affected property owners, but in the unlikely event collections are not sufficient to make debt payments, the responsibility rests with the City to meet that obligation. For revenue bonds the government pledges income derived from the acquired or constructed assets to pay the debt service.

Net assets of \$2,666,408, \$3,016,975, \$10,291,693, and \$85,335 are currently available in the debt service funds to service the General Obligation Bonds, Tax Supported Bonds, Tax Allocation Bonds, and Special Assessment Bonds, respectively. Revenue Bonds are funded partially from reserve accounts set up for debt repayment and partially from proceeds of daily operations.

The City has entered into lease agreements for financing the acquisition of land, buildings, street lights, emergency ambulances and defibrillators, fire engines, golf equipment and computer equipment and software. These lease agreements qualify as capital leases for accounting purposes and, therefore, have been recorded at the present value of their future minimum lease payments as of the inception date. Assets acquired through capital leases are as follows:

	Governmental Activities	Business-Type Activities
Land	\$ 1,774,450	\$ 210,000
Buildings	18,171,399	-
Improvements	219,925	-
Infrastructure	13,719,213	-
Machinery and Equipment	2,946,000	3,492,756
Construction In Progress	388,181	
Less Accumulated Depreciation, (where applicable)	(5,566,307)	(2,256,254)
Total	\$ 31,652,861	\$ 1,446,502

Under the City's Home Rule Charter, there is no legal debt limit. The various bond indentures contain significant limitations and restrictions on annual debt service requirements, minimum amounts to be maintained in various bond reserve funds, and minimum revenue bond coverage.

The general obligation debt of all local governmental units which provide services within the City's boundaries and which debt must be borne by properties in the City (commonly called overlapping debt) as of August 31, 2011, is summarized below (unaudited):

Governmental Units	Debt Outstanding	Estimated Percentage Applicable ¹	Direct And Overlapping Debt To The City
Direct:			
City	\$ 419,663,000	100.0 %	\$ 419,663,000
Overlapping:			
School District #1	362,755,000	99.5	360,941,000
Lower Platte South N.R.D.	-	75.4	-
Lancaster County	1,400,000	85.4	1,196,000
Public Building Commission	41,660,000	85.4	35,578,000
Lancaster County Correctional Facility	59,570,000	85.4	50,873,000
Lancaster County Fairgrounds	8,480,000	85.4	7,242,000
	473,865,000		455,830,000
Total	\$ 893,528,000		\$ 875,493,000

The City has no direct liability for the School District, Lower Platte South N.R.D., Lancaster County, Public Building Commission, Lancaster County Fairgrounds or Lancaster County Correctional Facility debt summarized above. This results in a per capita direct City debt of \$1,624.21; a per capita direct and overlapping debt of \$3,388.41; a ratio of direct City debt to 2011 actual valuation of 2.64 percent; and a ratio of direct and overlapping debt to 2011 actual valuation of 5.51 percent.

In addition to the governmental units listed above, the Airport Authority of the City of Lincoln, Nebraska (the "Airport Authority"), a body politic and corporate separate and distinct from the City of Lincoln, provides services within the City's boundaries and has overlapping general obligation indebtedness. As of June 30, 2011, the Airport Authority had outstanding \$9,080,000 in aggregate principal amount of its general obligation airport bonds. The Airport Authority anticipates that such bonds will be paid from revenues derived from its operations of the Lincoln Municipal Airport, but the Airport Authority is authorized to levy a property tax, at a rate not to exceed three and five-tenths cents (\$.035) on each \$100 of taxable valuation, on all the taxable property in the City. The Airport Authority has not levied a property tax since 1985 for any purpose, including airport operating expenses or debt service on its bonds.

Debt Payment Record

The City of Lincoln has never defaulted on its obligation to pay principal or interest on its indebtedness.

Contingencies

The City is a defendant in a number of lawsuits in its normal course of operations and management is of the opinion that ultimate settlement of such lawsuits will not have a materially adverse effect on the financial statements.

RATIO OF ANNUAL DEBT SERVICE EXPENDITURES FOR GENERAL BONDED DEBT TO TOTAL GENERAL EXPENDITURES LAST TEN FISCAL YEARS

Fiscal Year	Principal	Interest ²	Total Debt Service	Total General Governmental Expenditures ¹	Ratio Of Debt Service To Total General Expenditures
2011	\$ 6,857,978	\$ 5,147,840	\$ 12,005,818	\$ 225,622,756	5.32 %
2010	7,457,532	5,676,933	13,134,465	207,939,796	6.32
2009	8,036,544	5,814,071	13,850,615	195,544,608	7.08
2008	6,824,828	5,979,172	12,804,000	195,469,478	6.55
2007	5,617,536	4,986,687	10,604,223	192,566,160	5.51
2006	5,770,794	4,670,734	10,441,528	190,705,202	5.48
2005	5,421,699	4,860,926	10,282,625	182,804,746	5.62
2004	4,934,224	2,893,437	7,827,661	173,813,094	4.50
2003	5,435,370	2,986,634	8,422,004	162,713,261	5.18
2002	4,921,172	2,421,303	7,342,475	157,069,075	4.67

¹ Includes: General, Special Revenue, and Debt Service Funds.

² Does not include fiscal and miscellaneous charges.

SCHEDULE OF GENERAL OBLIGATION DEBT IN RELATION TO POPULATION, ASSESSED VALUATION, AND REAL PROPERTY VALUATION LAST TEN FISCAL YEARS

Fiscal Year	General Obligation Bonded Debt	Sinking Funds	Net General Obligation Bonded Debt	Population ¹	Net G.O. Bonded Debt Per Capita	Assessed Valuation Real And Personal	Ratio of Net Debt To Assessed Valuation Real & Personal ²	Assessed Valuation Of Taxable Real Property ²	Ratio of Net Debt To Estimated Valuation Of Taxable Real Property
2011	\$ 119,663,000	\$ 13,305,000	\$ 106,358,000	258,379	\$ 411.64	\$ 15,881,260,420	0.67%	\$ 15,125,408,200	0.70%
2010	118,383,000	13,480,000	104,903,000	254,001	413.00	15,746,453,582	0.67%	14,984,937,627	0.70%
2009	125,181,000	13,604,000	111,577,000	251,624	443.43	15,935,572,737	0.70%	15,222,189,222	0.73%
2008	128,581,000	12,962,000	115,619,000	248,744	464.81	15,653,926,490	0.74%	14,969,536,405	0.77%
2007	133,413,000	11,574,000	121,839,000	241,167	505.21	15,342,163,788	0.79%	14,638,856,501	0.83%
2006	99,347,000	9,733,000	89,614,000	239,213	374.62	13,583,250,295	0.66%	12,897,825,080	0.69%
2005	104,538,000	13,364,000	91,174,000	238,625	382.08	13,138,516,226	0.69%	12,421,799,720	0.73%
2004	98,915,000	20,509,000	78,406,000	236,146	332.02	12,744,105,392	0.62%	12,001,190,379	0.65%
2003	61,759,000	17,083,000	44,676,000	235,565	189.65	11,130,588,167	0.40%	10,350,628,778	0.43%
2002	56,997,000	15,847,000	41,150,000	231,800	177.52	10,724,685,837	0.38%	9,903,888,713	0.42%

Source: Lincoln/Lancaster Planning Department.

Assessed valuation is 100% of actual

**REVENUE BOND COVERAGE
LAST TEN FISCAL YEAR**

		Gross	Direct	Net	Debt Service Requirements			
		Revenue	Operating	Available				
			Expenses	Revenue	Principal	Interest	Total	Coverage
Wastewater System								
2011	\$	23,546,370	12,543,964	11,002,406	2,865,000	3,647,609	6,512,609	1.69
2010		22,472,095	11,664,593	10,807,502	2,695,000	3,731,444	6,426,444	1.68
2009		22,643,270	11,771,291	10,871,979	2,620,000	3,820,044	6,440,044	1.69
2008		22,347,867	11,393,624	10,954,243	2,415,000	4,030,454	6,445,454	1.70
2007		21,158,743	11,462,964	9,695,779	2,005,000	3,081,481	5,086,481	1.91
2006		19,827,194	11,125,819	8,701,375	2,065,000	3,043,500	5,108,500	1.70
2005		18,248,683	10,482,955	7,765,728	1,500,000	2,403,519	3,903,519	1.99
2004		18,092,619	10,042,919	8,049,700	1,750,000	2,133,704	3,883,704	2.07
2003		15,607,743	9,086,469	6,521,274	1,032,500	266,722	1,299,222	5.02
2002		15,731,749	8,632,287	7,099,462	992,500	316,847	1,309,347	5.42
Water System								
2011	\$	30,629,506	15,455,027	15,174,479	6,310,000	3,191,857	9,501,857	1.60
2010		26,515,467	14,091,292	12,424,175	6,050,000	3,458,097	9,508,097	1.31
2009		27,838,187	14,995,077	12,843,110	5,795,000	3,128,414	8,923,414	1.44
2008		27,257,184	14,425,521	12,831,663	5,555,000	3,376,201	8,931,201	1.44
2007		29,386,495	14,351,136	15,035,359	5,340,000	3,612,001	8,952,001	1.68
2006		29,014,999	13,808,214	15,206,785	5,130,000	3,834,301	8,964,301	1.70
2005		27,153,937	13,145,665	14,008,272	4,895,000	3,517,932	8,412,932	1.67
2004		24,557,918	12,477,486	12,080,432	3,115,000	2,411,632	5,526,632	2.19
2003		22,094,721	11,631,496	10,463,225	3,010,000	2,898,489	5,908,489	1.77
2002		22,894,652	11,474,433	11,420,219	2,880,000	2,110,590	4,990,590	2.29
Golf								
2011	\$	2,766,603	2,683,690	82,913	365,000	14,783	379,783	0.22
2010		2,779,424	2,562,064	217,360	350,000	28,783	378,783	0.57
2009		3,133,238	2,516,538	616,700	335,000	41,848	376,848	1.64
2008		2,933,843	2,402,983	530,860	325,000	54,035	379,035	1.40
2007		2,926,985	2,463,827	463,158	315,000	65,060	380,060	1.22
2006		2,993,961	2,467,141	526,820	305,000	74,973	379,973	1.39
2005		3,135,875	2,568,462	567,413	295,000	83,823	378,823	1.50
2004		2,899,670	2,467,141	432,529	290,000	91,653	381,653	1.13
2003		2,648,552	2,408,947	239,605	280,000	98,513	378,513	0.63
2002		2,673,078	2,141,707	531,371	305,000	75,628	380,628	1.40
Parking Facilities ^{1, 2}								
2011	\$	7,698,018	3,606,008	4,092,010	580,000	689,717	1,269,717	3.22
2010		6,869,392	3,340,601	3,528,791	1,435,000	558,519	1,993,519	1.77
2009		7,014,250	2,874,768	4,139,482	1,360,000	624,394	1,984,394	2.09
2008		7,134,709	2,912,511	4,222,198	1,305,000	687,194	1,992,194	2.12
2007		6,645,013	2,781,952	3,863,061	1,240,000	746,374	1,986,374	1.94
2006		6,785,593	2,775,122	4,010,471	1,185,000	799,931	1,984,931	2.02
2005		6,219,935	2,972,709	3,247,226	1,140,000	850,501	1,990,501	1.63
2004		6,299,598	2,733,492	3,566,106	1,145,000	908,456	2,053,456	1.74
2003		5,988,240	2,304,632	3,683,608	1,085,000	962,829	2,047,829	1.80
2002		5,483,546	1,964,389	3,519,157	1,115,000	924,470	2,039,470	1.73
Solid Waste Management								
2011	\$	7,628,127	6,386,050	1,242,077	210,000	132,425	342,425	3.63
2010		7,377,385	8,482,526	-	200,000	140,425	340,425	-
2009		7,664,336	4,482,819	3,181,517	195,000	148,225	343,225	9.27
2008		8,537,520	5,701,312	2,836,208	190,000	155,825	345,825	8.20

¹ Includes parking meter revenues that were deposited to the General Fund but are pledged per bond ordinance.

² Information in this table does not agree with information in the transmittal letter of the City's CAFR because that information is calculated in accordance with specific requirements of the bond covenants.

CITY OF LINCOLN, NEBRASKA
GENERAL FUND
SUMMARY CASH FLOW STATEMENT - CASH BASIS
FOR LAST TEN FISCAL YEARS

	F.Y. 2011	F.Y. 2010	F.Y. 2009	F.Y. 2008	F.Y. 2007	F.Y. 2006	F.Y. 2005	F.Y. 2004	F.Y. 2003	F.Y. 2002
Cash & Investment Balance - September 1 of Year Indicated	14,597,487	16,286,626	15,738,481	14,632,274	13,475,643	18,948,253	23,521,130	26,784,845	26,589,993	24,802,768
Receipts:										
Property Tax	31,449,267	31,486,553	33,783,984	32,181,660	31,454,763	28,366,526	26,727,618	24,546,532	22,780,085	23,353,414
City Sales & Use Tax	57,959,545	54,925,013	54,255,376	55,733,297	53,960,485	54,270,346	53,781,209	51,869,477	48,657,268	45,393,492
Other Income	<u>33,232,580</u>	<u>27,906,103</u>	<u>27,389,492</u>	<u>26,270,119</u>	<u>27,663,641</u>	<u>25,390,112</u>	<u>25,620,145</u>	<u>23,615,320</u>	<u>24,933,838</u>	<u>26,342,414</u>
Total Receipts	122,641,392	114,317,669	115,428,852	114,185,076	113,078,889	108,026,984	106,128,972	100,031,329	96,371,191	95,089,320
Less Disbursements	<u>120,296,470</u>	<u>116,006,808</u>	<u>114,880,707</u>	<u>113,078,869</u>	<u>111,922,258</u>	<u>113,499,594</u>	<u>110,701,849</u>	<u>103,295,044</u>	<u>96,176,339</u>	<u>93,302,095</u>
Cash & Investment Balance - August 31 of Year Indicated	<u>16,942,409</u>	<u>14,597,487</u>	<u>16,286,626</u>	<u>15,738,481</u>	<u>14,632,274</u>	<u>13,475,643</u>	<u>18,948,253</u>	<u>23,521,130</u>	<u>26,784,845</u>	<u>26,589,993</u>

CITY OF LINCOLN, NEBRASKA
GENERAL BONDED INDEBTEDNESS AND DEBT SERVICE FUND
SUMMARY CASH FLOW STATEMENT - CASH BASIS
FOR LAST TEN FISCAL YEARS

	F.Y. 2011	F.Y. 2010	F.Y. 2009	F.Y. 2008	F.Y. 2007	F.Y. 2006	F.Y. 2005	F.Y. 2004	F.Y. 2003	F.Y. 2002
Cash Balance - September 1 of Year Indicated	2,941,245	3,533,968	4,201,889	4,057,088	2,761,491	3,364,608	3,570,557	2,935,997	3,440,537	3,099,198
Receipts:										
Property Tax	5,337,610	5,517,878	5,689,007	5,709,454	5,460,690	2,973,410	5,607,615	5,387,468	5,883,592	6,340,938
Interest Income	28,331	60,063	131,475	153,977	84,935	86,812	83,286	48,595	32,298	53,873
Bond Proceeds	20,236,484						6,597,635		9,436,083	
Other Income	116,758	124,279	173,446	1,003,173	1,927,112	2,935,603	149,038	691,340	240,110	232,009
Total Receipts	25,719,183	5,702,220	5,993,928	6,866,604	7,472,737	5,995,825	12,437,574	6,127,403	15,592,083	6,626,820
Disbursements:										
Bonds Paid	2,720,000	4,110,000	4,320,000	4,260,000	3,950,000	4,250,000	3,850,000	3,215,000	4,177,765	4,137,254
Bonds Defeased									9,609,774	
Interest Paid	1,753,957	2,178,545	2,335,411	2,456,373	2,217,610	2,342,582	2,197,207	2,271,548	2,309,084	2,144,322
Transfer to Trustee	21,746,822						6,504,876			
Other Disbursements	204,668	6,398	6,438	5,430	9,530	6,360	91,440	6,295		3,905
Total Disbursements	26,425,447	6,294,943	6,661,849	6,721,803	6,177,140	6,598,942	12,643,523	5,492,843	16,096,623	6,285,481
Equity Transfer										
Cash Balance - August 31 of Year Indicated	2,234,981	2,941,245	3,533,968	4,201,889	4,057,088	2,761,491	3,364,608	3,570,557	2,935,997	3,440,537

CITY OF LINCOLN, NEBRASKA
SPECIAL ASSESSMENT REVOLVING FUND
SUMMARY CASH FLOW STATEMENT - CASH BASIS
FOR LAST TEN FISCAL YEARS

	F.Y. 2011	F.Y. 2010	F.Y. 2009	F.Y. 2008	F.Y. 2007	F.Y. 2006	F.Y. 2005	F.Y. 2004	F.Y. 2003	F.Y. 2002
Cash & Investment Balance - September 1 of Year Indicated	4,302,257	4,161,711	11,148,146	9,991,053	8,846,000	7,583,251	7,830,502	6,910,967	6,586,633	3,778,207
Receipts:										
Special Assessment Collections	996,209	984,301	954,672	1,235,621	1,257,112	1,476,284	1,208,686	1,654,695	1,271,575	1,360,347
Interest on Special Assessments	106,379	148,383	112,749	179,258	188,349	189,927	204,108	267,298	346,725	294,839
City's Share of Costs	233,615	292,420	34,802		187,957	723,038	578,992	116,009	97,107	2,145,574
Developers' Share of Costs										4,617
Bond Proceeds	1,200,000									
Interest on Investments	60,248	135,149	335,273	453,282	340,274	254,809	217,996	140,289	130,555	137,143
Miscellaneous	38,456			33,964	49,403	74,657	30,687	288,482	195,535	474,438
Total Receipts	<u>2,634,907</u>	<u>1,560,253</u>	<u>1,437,496</u>	<u>1,902,125</u>	<u>2,023,095</u>	<u>2,718,715</u>	<u>2,240,469</u>	<u>2,466,773</u>	<u>2,041,497</u>	<u>4,416,958</u>
Disbursements:										
Construction Costs	2,081,765	1,113,691	861,203	742,698	766,768	1,066,513	1,796,239	1,399,323	1,560,456	1,090,434
Bonds Paid					55,000		100,000	105,000	105,000	110,000
Equity Transfer			7,554,009							
Interest Paid on Bonds & Notes	3,758,342				37,581		3,425	10,420	17,534	24,762
Other Refunds & Expenses	337,877	306,016	8,719	2,334	18,693	389,453	588,056	32,495	34,173	383,336
Total Disbursements	<u>6,177,984</u>	<u>1,419,707</u>	<u>8,423,931</u>	<u>745,032</u>	<u>878,042</u>	<u>1,455,966</u>	<u>2,487,720</u>	<u>1,547,238</u>	<u>1,717,163</u>	<u>1,608,532</u>
Cash & Investment Balance - August 31 of Year Indicated	<u>759,180</u>	<u>4,302,257</u>	<u>4,161,711</u>	<u>11,148,146</u>	<u>9,991,053</u>	<u>8,846,000</u>	<u>7,583,251</u>	<u>7,830,502</u>	<u>6,910,967</u>	<u>6,586,633</u>

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APPENDIX B

**FINANCIAL STATEMENTS OF
THE CITY OF LINCOLN**

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COMPREHENSIVE
ANNUAL FINANCIAL REPORT

OF THE
CITY OF LINCOLN, NEBRASKA

FOR THE FISCAL YEAR ENDED AUGUST 31, 2011

Prepared by:

The Accounting Division of the Finance Department

INTRODUCTORY SECTION

OFFICIALS OF THE CITY OF LINCOLN

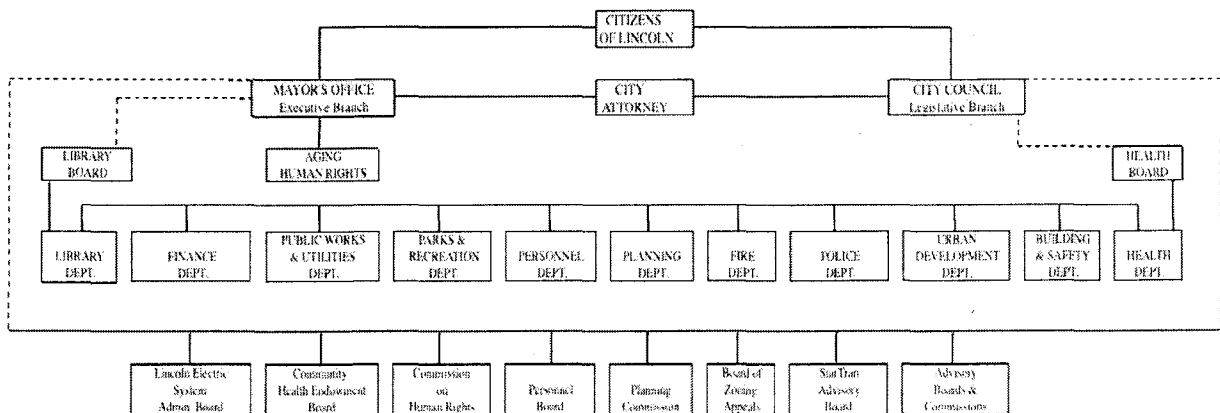
Chris Beutler Mayor
 Eugene Carroll.....Chair, City Council
 Adam Hornung Vice Chair, City Council
 Jon Camp.....Council Member
 Jonathan Cook.....Council Member
 Doug EmeryCouncil Member
 Carl Eskridge.....Council Member
 DiAnna Schimek.....Council Member

* * * * *

Steve Hubka Interim Finance Director
 Marvin Krout.....Planning Director
 Lynn JohnsonParks and Recreation Director
 Kevin Wailes Lincoln Electric System Administrator
 David Landis Urban Development Director
 Pat Leach.....Library Director
 Miki Esposito Interim Public Works/Utilities Director
 Fred Hoke.....Building and Safety Director
 Judith Halstead Health Director
 Douglas McDaniel..... Personnel Director
 Rodney Confer City Attorney
 Tom Casady..... Public Safety Director
 Jim Peschong..... Police Chief
 John Huff.....Fire Chief

* * * * *

CITY OF LINCOLN ORGANIZATION CHART



**CITY OF LINCOLN, NEBRASKA
COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR THE YEAR ENDED AUGUST 31, 2011
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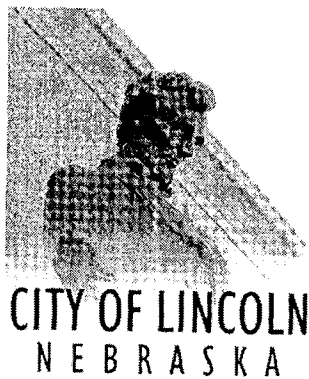
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CITY OF LINCOLN NEBRASKA

MAYOR CHRIS BEUTLER

lincoln.ne.gov

Office of the Mayor
555 South 10th Street
Suite 301
Lincoln, Nebraska 68508
402-441-7511
fax: 402-441-7120
mayor@lincoln.ne.gov

February 17, 2012

Dear Citizens and Public Officials:

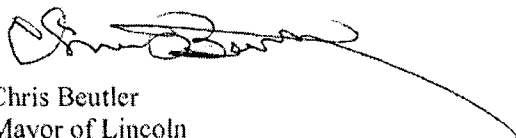
It is my pleasure to submit the City of Lincoln's Comprehensive Annual Financial Report for the fiscal year ended August 31, 2011.

Ensuring both fiscal and operational accountability in our use of public resources is a priority for my Administration, and this report is essential to that effort. This report provides a complete and accurate picture of the City's financial status and fulfills our continuing disclosure responsibilities in accordance with governmental reporting standards.

Our ability to manage the City's fiscal affairs and provide a full disclosure of the City's fiscal condition is exhibited by the unqualified audit opinion that follows. I am proud to report that the 2010 report submitted to the Government Finance Officers Association was recognized with the prestigious Certificate of Achievement for Excellence in Financial Reporting for the 28th consecutive year. This recognition is a credit to the City and a compliment to our dedicated Finance Department.

I would like to thank the Finance Department employees for their commitment in dealing with these complex accounting issues and to all City departments for their cooperation in the preparation of this document.

Sincerely,



Chris Beutler
Mayor of Lincoln



Finance Department
Steve Hubka, Interim Finance Director
555 South 10th Street
Suite 103
Lincoln, Nebraska 68508

402-441-7411
fax: 402-441-8325

MAYOR CHRIS BEUTLER

lincoln.ne.gov



February 17, 2012

To the Honorable Mayor, Members of the City Council, and Citizens of the City of Lincoln:

Both the City Charter and State law require an annual audit of the City's funds and accounts be made by a recognized independent and qualified accountant covering all financial transactions, affairs, and financial condition of the City, with the audit report published within six months after the close of the fiscal year. Pursuant to this requirement, the Comprehensive Annual Financial Report (CAFR) of the City of Lincoln, Nebraska for the fiscal year ended August 31, 2011, is hereby submitted.

Responsibility for both the accuracy of the data found in this report, and the completeness and fairness of the presentation, including all disclosures, rests with management. In developing and evaluating the City's accounting system, consideration is given to the adequacy of internal accounting controls. Internal accounting controls are designed to provide reasonable, but not absolute, assurance regarding the safeguarding of assets against loss, theft, or misuse, and to ensure the reliability of financial records for preparing financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) and maintaining accountability for assets. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

In 2011, the City implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, as required for GAAP reporting. As a result, the City's General Fund, as reported on page 18, now includes approximately \$8.4 million of additional beginning fund balance from what the City budgeting and accounting structure considers to be other independent funds. Management believes that this change decreases the usefulness of the financial reports, in particular the Governmental Funds Balance Sheet. In order to make comparisons to prior year information for our internal reporting purposes, reviewers will be required to reference other lower level statements and footnotes.

As a recipient of federal, state and local financial assistance, the City is also responsible for ensuring that an adequate internal control structure is in place to ensure and document compliance with applicable laws and regulations related to these programs. The federal government, under the revised OMB Circular A-133, requires local governments that expend \$500,000 or more in federal funds in any fiscal year to have a financial and compliance audit performed. As part of the City's Single Audit, tests were made of the City's internal control structure over compliance and its compliance with applicable laws and regulations, including those related to major federal financial assistance programs. The Single Audit for the year ended August 31, 2011, disclosed no material internal control weaknesses. The independent accountants' reports are included in the Single Audit section found at the end of the CAFR.

To the best of management's knowledge and belief, the enclosed data are accurate in all material respects and reported in a manner designed to present fairly the financial position and financial activities of the City. All disclosures necessary to enable the reader to gain an understanding of the government's financial activities as specified by all currently effective statements of the Governmental Accounting Standards Board have been included.

A firm of licensed certified public accountants has audited the City's financial statements. The goal of the independent audit was to provide reasonable assurance that the financial statements of the City are free of material misstatement. The audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent accountants concluded, based upon the audit, that there was a reasonable basis for rendering unqualified opinions that the City's financial statements for the fiscal year ended August 31, 2011, are fairly presented in conformity with GAAP.

Generally accepted accounting principles require that management provide a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of management's discussion and analysis (MD&A). This letter of transmittal is designed to complement MD&A and should be read in conjunction with it. The City's MD&A can be found in the Financial Section immediately following the report of the independent accountants.

Profile of the City

The City of Lincoln, capital city of Nebraska, was originally incorporated on April 7, 1869. Lincoln is located in the southeastern corner of the state, is midway between Chicago and Denver, and is currently one of the fastest growing metro areas in the Midwest. It occupies a land area of approximately 90 square miles, serves a population of over 258,000, and in its growth and development has annexed five other municipalities so that the City includes most of the urban area of Lancaster County. It enjoys a unique position in Nebraska as the center of the state's governmental and educational activities.

The City operates under a Home Rule Charter and has a Mayor-Council form of government with an elected full-time chief executive, the Mayor, and an elected legislative body, the Council, composed of seven members. Three Council members are elected at large and four by district on a nonpartisan basis for a term of four years. All legislative powers of the City are exclusively vested in the Council, as well as the power to adopt the budget, set the tax levy, and equalize taxes and assessments. The Mayor is responsible for the proper conduct of the affairs of the City, with the administration of City government performed under the direction of the Mayor through administrative departments.

The City of Lincoln provides a full range of services, including public safety (police and fire); the construction and maintenance of highways, streets, and other infrastructure; health; planning and zoning; golf courses, parks and recreation; urban development; mass transportation; ambulance transport; electric, water, and wastewater utilities; solid waste management; auditorium; parking facilities; and general administrative services.

The City Council exercises budgetary and/or rate setting authority over the City Library and Lincoln Electric System (LES), neither of which are legally separate from the City and are thus included as part of the primary government. The Lincoln Water System, Lincoln Wastewater System, Emergency Medical Services, Solid Waste Management, Parking Facilities and Lots, Golf Courses, Pershing Municipal Auditorium, and Community Health Endowment are all part of administrative departments under the direction of the Mayor and are included as part of the primary government. The City is considered to be financially accountable for the West Haymarket Joint Public Agency, and has included the Agency as part of the primary government as a blended component unit. Separately audited financial statements are available for LES, Lincoln Water System, Lincoln Wastewater System, Emergency Medical Services, Solid Waste Management, Parking Facilities, Community Health Permanent Endowment Trust, and West Haymarket Joint Public Agency.

The annual budget serves as the basis for the City of Lincoln's financial planning and control. Following public hearings and not later than five days prior to the beginning of the fiscal year, the budget is legally adopted by resolution of the City Council. Appropriation controls are required at the department level, however, as a matter of policy and practice, appropriations generally are controlled at the next level of organization (division) or by fund within a department. The Mayor has the authority to transfer balances within a department as well as lower appropriations in any fund where actual revenues are less than

appropriated in order to avoid incurring a budget deficit for the year. Appropriation transfers between departments may only be authorized by resolution of the City Council. The Council may not make any appropriations in addition to those authorized in the annual budget, except in the event of an emergency threatening serious loss of life, health, or property in the community.

Economic Condition and Outlook

Population growth is one of the best indicators of a community's economic well being. As such, the Lincoln metropolitan area's population growth during the past several years reflects a community that is economically viable and is strongly positioned to meet future challenges.

The Lincoln metropolitan area population base (Lancaster County) continues to demonstrate a pattern of sustained growth. According to the U. S. Census figures, the Lincoln metropolitan area population grew by 77.96 percent since 1960. Lancaster County's rate of growth between 2000 and 2010 has been 14.0 percent or approximately 1.36 percent per year. The 2010 population of Lancaster County has been estimated to be in excess of 285,000 persons.

While such a growth rate may be modest by some standards, this healthy pace of expansion places Lincoln as one of the fastest growing communities in this region. Recent projections envision Lincoln to continue to grow at a rate of over 1% per year. As importantly, the City of Lincoln continues to absorb about 90% of all growth in Lancaster County.

Lincoln's unemployment rate at August 31, 2011, was 3.7%, well below the national average of 9.1%, with employment strongest in the categories of government, educational & health services, and retail trade. Lincoln's current number of construction permits is down 14% when compared to levels 5 years ago, with a corresponding decrease in the value of construction permits of over \$80 million.

To more aggressively pursue economic opportunities, the City, Lancaster County, and LES have partnered to hire an economic development coordinator to facilitate job creation in the private sector. In addition, the Mayor's Technology Council completed its technology audit, which led to a new strategic plan for economic development.

Net sales and use tax revenue increased \$2,633,412 or 4.8% from the previous fiscal year. In relation to this primary revenue source, the City is seeing slight signs of recovery from the negative economic factors that have affected the local and national economies.

Long-Term Planning and Major Initiatives

Urban Development

The City anticipates approximately \$19 million of public expenditures funded through various urban development projects and programs over the next three years. These projects are varied in type and size and are located in the Downtown and Haymarket areas, North 27th Street and Havelock business areas, Focus Area neighborhoods, the South Capitol blight area, the Antelope Valley project area, West O, and in low-moderate income neighborhoods throughout the City.

Financing will be provided by a variety of sources, including Tax Increment Financing (TIF), Parking Revenues, CDBG, HOME, Economic Development Initiative, Neighborhood Stabilization Program (NSP) grants, Advanced Land Acquisition funds, Special Assessments, and General Fund. Funding is often combined with developer, grant or other private sector funds.

The City's involvement will vary depending upon the project and could likely include property acquisition, relocation and demolition; housing rehabilitation and development; commercial development; and construction of public improvements including parking, sidewalks, infrastructure and streetscapes.

Ongoing and anticipated projects include:

- Downtown Redevelopment Projects:

<ol style="list-style-type: none"> 1) Block 38 Catalyst One site. 2) Civic Plaza project. 3) West Haymarket Residential/Retail/Hotel project. 4) North Haymarket Arts & Humanities Block. 5) Block 85. 6) Construction of Haymarket area parking garage. 	<ol style="list-style-type: none"> 7) Telesis/Meadow Gold project. 8) Haymarket Hotel and Tool House. 9) N Street Corridor planning. 10) P Street Retail Corridor planning. 11) Centennial Mall project. 12) 17th & Q/Credit Union project. 13) Replace downtown meters with advanced technology.
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- North 27th Street redevelopment efforts are focusing on the acquisition of blighted properties and assembly for redevelopment and new housing construction.
- Antelope Valley Redevelopment Projects:
 - 1) Plaza Parkway Triangle, phase 1 – Assurity project site.
 - 2) 19th & K - WJS project site.
 - 3) 23rd & P – Antelope Creek Village.
- Havelock Redevelopment on-going projects include streetscape improvements, commercial building facade improvements, and park improvements.
- University Place redevelopment of the former Green’s Plumbing site.
- West O Street redevelopment projects and historic DLD marker project.
- NW Corridor redevelopment (West Cornhusker Highway).
- Innovation Campus redevelopment.
- 84th and Havelock redevelopment.
- South Capitol redevelopment.
- 56th and Arbor Road redevelopment.
- Focus area projects in Malone and South Capitol.
- 11th Street streetscape.
- Prescott Street streetscape, 47th to 48th.
- Housing rehabilitation programs for quality, affordable housing and home ownership:
 - 1) Continuation of First-time Homebuyer and Owner-Occupied Housing Rehabilitation Loan programs.
 - 2) Partner with NeighborWorks-Lincoln for their Home Ownership Zone in Antelope Valley.
 - 3) Partner with other non-profit and for-profit housing organizations for affordable housing projects in low-to-moderate income neighborhoods under the Mayor’s Stronger Safer Neighborhoods Program.
 - 4) Manage the local affordable housing effort made possible by Federal Economic Stimulus Programs.
- Real estate major acquisition, negotiation and relocation projects:

<ol style="list-style-type: none"> 1) For effective transportation: <ul style="list-style-type: none"> ✓ Antelope Valley transportation projects. ✓ Antelope Valley redevelopment plan catalyst projects. ✓ West Haymarket transportation projects. ✓ Yankee Hill Roadway, 70th to 84th Street. ✓ SW 40th Street overpass. ✓ 14th Street, Superior to Alvo Road. ✓ 56th Street, Old Cheney to Shadow Pines. ✓ Coddington & West Van Dorn intersection improvements. ✓ Old Cheney Road, 70th to 84th Street. 	<ul style="list-style-type: none"> ✓ Pine Lake Road, 59th to Hwy 2. ✓ 14th & Cornhusker Hwy safety project. ✓ North 1st Street, Cornhusker Hwy to Superior Street. ✓ RTSD Quiet Zone project. ✓ East Beltway preliminary acquisitions. ✓ South Beltway preliminary acquisitions. ✓ Arterial rehab, executive order, traffic signal, and Federal Infrastructure Stimulus funded projects.
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- 2) For environmental quality:
 - ✓ Park sites city-wide.
 - ✓ Antelope Valley storm water projects.
 - ✓ Stevens Creek sanitary sewer Phase III, IV & V.
 - ✓ Yankee Hill water main, 56th to 84th Street.
 - ✓ 98th Street water main, Holdrege to Alvo.
 - ✓ 56th & Arbor Road sewer and water district projects.
 - ✓ Conservation easements and wetlands acquisitions.
 - ✓ Additional projects made possible by Federal Infrastructure Stimulus funds.
- 3) Relocation activities:
 - ✓ North 27th Street projects.
 - ✓ West Haymarket projects.
 - ✓ Antelope Valley projects.
- Workforce Investment Act funds received by the City provide employment skills to low-income adults and youth and also to individuals laid-off from area employers. Funding is provided for GED, Adult Education and Literacy Activities, secondary and post-secondary education, and placement in work experience and On-the-Job Training with an emphasis on high wage and high demand occupations.

Services are provided from the Career Center located in the Gold's Building. Partner agencies co-located at the Center include Operation ABLE, Goodwill Industries, Vocational Rehabilitation, Nebraska Department of Labor, and Experience Works. Over 20,000 individuals and 500 employers use the Center annually.

Examples of specialized projects this year include:

- 1) "The Metro SyNErgy" project in Lincoln and Omaha providing green building technology to unemployed and incumbent workers.
- 2) A specialized work readiness class for youth which combines literacy and numeracy training, GED preparation and work readiness curriculum done in collaboration with Southeast Community College.
- 3) Regional Innovation Network fostering collaboration of education, economic development and workforce development leaders in a twelve county southeast Nebraska area focusing training and job placement efforts to the target industries of:
 - ✓ Agriculture & Life Sciences.
 - ✓ Advanced Manufacturing.
 - ✓ Transportation & Logistics.
 - ✓ Health Services, and
 - Business Services & Information Technology.

West Haymarket Project

The West Haymarket Redevelopment Project is a multi-facted endeavor to revitalize the 100 acres of underutilized property that lies on the western edge of Lincoln's downtown and Haymarket district. On May 11, 2010, the citizens of Lincoln voted to approve the issuance of arena bonds which signaled approval for the project to proceed. The project involves the relocation and elimination of existing railroad tracks and completion of other site preparation activities, the construction of a 16,000 seat civic arena, a community ice center, private retail and office space, a new Amtrak Station, residential units, surface and decked parking, public gathering areas, street and utility improvement, landscaping, trails and walkways, pedestrian bridges, and environmental enhancements. The overall project cost is estimated to be approximately \$340 million.

The West Haymarket Joint Public Agency (WHJPA) is the governmental agency responsible for oversight of the project, for issuing bonds, collecting revenue, and making bond payments over the course of the Project. Participants in the agency are the City and the Board of Regents of the University of Nebraska.

Beginning January 1, 2011, an occupation tax was imposed on car rental, hotel, restaurant and bar charges within the City of Lincoln. This revenue has been pledged to repayment of any outstanding WHJPA bonds.

Antelope Valley Project

The City of Lincoln, Lower Platte South Natural Resource District and the University of Nebraska-Lincoln have joined together through an interlocal agreement to form the Joint Antelope Valley Authority (JAVA). JAVA is in the process of implementing the Antelope Valley project, which consists of stormwater, transportation and community revitalization strategies.

The stormwater and transportation portions of the project are scheduled for substantial completion in 2012. Redevelopment projects have begun and will progress as flood control work is completed. The channel work needed for re-mapping of the floodplain was completed in 2010.

Projects completed include Fleming Field, Lewis Fields; Military, Y Street, and Vine Street bridges and roadways; the BNSF overpass and roadway (Big T & East Leg Bridge and Roadway) near Devaney Center; channel work between Salt Creek and J Street; the BNSF railroad bridge project over Antelope Creek; landscaping work on the Military, Y Street, Vine Street, Vine to Y, P to Vine, East Leg and Big T roadway projects and the BNSF overpass project; roadway construction between P and Y streets; and the J, P, Q, and O Street bridges and roadways.

Work on the north/south roadway between K and P and the South Street bridge project began in 2011 and will be completed in 2012.

The entire project is projected to cost \$246 million, which includes all components of the Antelope Valley project: community revitalization, flood control, and transportation.

Wastewater System

The Lincoln Wastewater System is projecting a capital improvements program in the amount of approximately \$61,738,000 over the 6-year period of fiscal year 2011-12 through fiscal year 2016-17. Of that total, approximately \$29,685,000 will be financed by revenue bonds, approximately \$4,470,500 will be financed by impact fees, \$640,000 from TIF funding, with the remaining \$26,942,500 to come from utility revenue fees. The majority of these dollars are needed for replacement and maintenance of existing infrastructure, new infrastructure to serve development in various basins throughout the City, and improvements to both the Theresa Street and Northeast treatment plants.

Water System

The Lincoln Water System is projecting a capital improvements program in the amount of approximately \$61,380,000 over the 6-year period of fiscal year 2011-12 through 2016-17. Of these dollars, approximately \$20,575,000 will be financed through revenue bonds, approximately \$4,510,000 will be financed from TIF funding, approximately \$5,900,000 will be financed through impact fees, with the balance of \$30,395,000 coming from utility revenue fees. The major projects contributing to these total dollars include the installation of transmission lines, replacement mains, replacement and new wells, and additional storage reservoirs.

Streets and Highways

The 2012-2017 Streets and Highways capital improvements program and Transportation improvement program identify average annual expenditures of \$26 million for the next six years. Funding for these projects includes \$102 million in City revenues, \$33 million in federal aid, and \$21 million in other funds.

Infrastructure Impact Fees

The City's growth in both population and employment have created demands for new residential and nonresidential development, which in turn creates the need for additional public facilities, including water and wastewater systems, arterial streets, and neighborhood parks and trails. The City's laws, taxes, fees, utility charges, and other forms of revenue generated from new development do not provide sufficient funds to finance these new facilities.

In response to these funding needs the City of Lincoln passed an ordinance to provide for the imposition of impact fees to ensure that facilities are available to serve new growth and that new development bears its proportionate share of the cost of improvements to the City's facilities. Impact fees for all types of new construction have been set and adopted by the City Council and began June, 2003.

Pension Costs

The City currently contributes \$2 for every \$1 contributed by employees in the civilian retirement plans. In an effort to control this significant budget item, the City and three of four civilian unions, as well as non union employees which includes Department Directors and Mayoral Aides, have agreed to change these plans to a \$1.29 to \$1 match for new employees hired after the effective date. The City is unable to legally change the match for current employees. The City anticipates saving 20 to 25 percent in retirement costs for each employee hired under this new arrangement.

Property Tax Collections

As of August 31, 2011, current tax collections by the County Treasurer were 96.69% of the tax levy, a decrease of .20% from last year. Allocations of property tax levy by purpose are as follows:

<u>City Tax Levy by Purpose</u>	<u>2010-2011</u>	<u>2009-2010</u>	<u>2008-2009</u>
General Fund	.1739	.1772	.1806
Library	.0398	.0398	.0396
Social Security	.0141	.0097	.0129
Police and Fire Pension	.0261	.0251	.0201
General Obligation Debt	<u>.0340</u>	<u>.0361</u>	<u>.0347</u>
	<u>.2879</u>	<u>.2879</u>	<u>.2879</u>

Parking Facilities

The City of Lincoln operates the following parking garages:

<u>Facility</u>	<u>Number of Stalls</u>	<u>Date Opened</u>
Center Park	1,048	November, 1978
Cornhusker Square	405	December, 1983
University Square	436	April, 1990
Que Place	773	October, 1994
Carriage Park	710	February, 1995
Market Place	433	August, 2000
Haymarket	420	August, 2002

The City's parking garages have been built to promote downtown redevelopment efforts by working with private industry in providing necessary parking to various businesses in the downtown area.

Revenue generated by the parking facilities and on-street parking meters, as well as unappropriated street construction funds, are pledged for debt service of the 2001 Parking Revenue Bonds, the 2010B Parking

Revenue Bonds, and the 2011 Parking Revenue and Refunding Bonds. Comparative data for the past two fiscal years are presented in the following table:

	<u>2010-2011</u>	<u>2009-2010</u>
Operating Revenues	\$ 7,124,602	6,747,738
Operating Income Before Depreciation	3,518,594	3,407,137
Debt Service	1,944,138	1,998,056
Debt Service Coverage Ratio	1.81	1.71

Solid Waste Management

The City of Lincoln owns and operates a municipal solid waste landfill and a construction and demolition debris landfill that are subject to the U.S. Environmental Protection Agency rule *Solid Waste Disposal Facility Criteria*, which establishes closure and postclosure care requirements. As of August 31, 2011, the City estimates that it will incur costs approximating \$21 million to adhere to such requirements (see Note 18 of Notes to the Financial Statements).

Water and Wastewater System

The City's Wastewater Utility System showed an increase in operating revenues and an increase in operating income. Comparative data for the past two fiscal years is presented in the following table:

<u>Wastewater System</u>	<u>2010-2011</u>	<u>2009-2010</u>
Operating Revenues	\$22,973,653	21,703,427
Operating Income	3,301,436	2,875,498
Revenue Available For Debt Service	11,002,406	10,807,502
Debt Service	6,512,609	6,426,444
Debt Service Coverage Ratio	1.69	1.68

The City's Water Utility System showed an increase in operating revenues and an increase in operating income. Comparative data for the past two fiscal years is presented in the following table:

<u>Water System</u>	<u>2010-2011</u>	<u>2009-2010</u>
Operating Revenues	\$28,559,484	25,135,127
Operating Income	5,459,411	3,881,476
Revenue Available For Debt Service	15,174,479	12,424,175
Debt Service	9,501,857	9,508,097
Debt Service Coverage Ratio	1.60	1.31

Lincoln Electric System (LES)

The City owns and operates its own electric utility system that is managed by an administrative board. Actions of the board with regard to rates, budgets, and long-term financing are subject to final review and approval by the City Council. In accordance with Section 4.24.090 of the Lincoln Municipal Code, LES operates on a January 1 - December 31, fiscal year. Audited financial information as of and for LES' fiscal year ended December 31, 2010, is included in the City's August 31, 2011, financial statements.

Certificate of Achievement

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Lincoln, Nebraska, for its comprehensive annual financial report for the fiscal year ended August 31, 2010. This was the twenty-eighth consecutive year that the City has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both accounting principles generally accepted in the United States of America and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

Acknowledgments

The preparation of this report on a timely basis could not be accomplished without the efficient and dedicated services of the entire staff of the Finance Department. I would like to express my appreciation to all members of the department who assisted and contributed to its preparation. I would also like to thank the Mayor and members of the City Council for their interest and support in planning and conducting the financial operations of the City in a responsible and progressive manner.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Steve Hubka". The signature is fluid and cursive, with the first name "Steve" and last name "Hubka" clearly distinguishable.

Steve Hubka
Interim Finance Director

Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Lincoln
Nebraska

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
August 31, 2010

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.



Linda C. Davidson

President

Jeffrey R. Emer

Executive Director



FINANCIAL SECTION

Independent Accountants' Report on Financial Statements and Supplementary Information

The Honorable Mayor
and Members of the City Council
City of Lincoln, Nebraska

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Lincoln, Nebraska (the City) as of and for the year ended August 31, 2011, which collectively comprise the City of Lincoln's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of Lincoln Electric System which represent 58%, 34% and 78%, respectively, of the total assets, net assets and revenues of the business-type activities. Those financial statements were audited by other accountants whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for Lincoln Electric System, is based solely on the report of the other accountants. The prior-year summarized comparative financial information in these statements has been derived from the City's basic financial statements as of and for the year ended August 31, 2010, and in our report dated February 23, 2011, we expressed unqualified opinions on the respective financial statements of the governmental activities, the business-type activities, each major fund and the aggregate remaining fund information.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the report of the other accountants provide a reasonable basis for our opinions.

In our opinion, based on our audit and the report of other accountants, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Lincoln, Nebraska as of August 31, 2011, and the respective changes in financial position and cash flows, where applicable, thereof and the respective budgetary comparison for the general fund and street construction fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1, in 2011 the City changed its method of accounting for fund balances through retroactive application to prior year's financial statements.

The accompanying management's discussion and analysis and the schedules of funding progress and employer contributions as listed in the table of contents are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We and the other accountants have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The accompanying introductory section and statistical section as listed in the table of contents have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

BKD, LLP

February 17, 2012



MANAGEMENT'S DISCUSSION AND ANALYSIS

The management of the City of Lincoln, Nebraska (the City) offers readers of the City's financial statements this narrative overview and analysis of the financial activities of the City for the fiscal year ended August 31, 2011. Please consider this discussion in conjunction with the additional information provided in the Letter of Transmittal (beginning on page vii) and the transactions, events and conditions reflected in the City's financial statements (beginning on page 16).

FINANCIAL HIGHLIGHTS

- The assets of the City exceeded its liabilities at August 31, 2011, by \$1,599,891,832 (net assets). Of this amount, \$321,043,795 (unrestricted net assets) may be used to meet the government's ongoing obligations to citizens and creditors.
- The City's total net assets increased by \$53,322,049. Of this amount, \$27,824,537, or 52 percent, was an increase in governmental activities and \$25,497,512, or 48 percent, related to business-type activities.
- As of August 31, 2011, the City's governmental funds reported combined ending fund balances of \$426,496,342, an increase of \$239,607,770 in comparison with the prior year. Of this total fund balance, 12 percent, or \$50,502,001, is available for spending at the City's discretion (unrestricted fund balance).
- As of August 31, 2011, unrestricted fund balance for the general fund was \$29,336,927, or 27 percent of total general fund expenditures. Due to the implementation of GASB Statement No. 54, reference must be made to page 76 of this report for an accurate comparison with the prior year balance.
- The City's total bonded debt increased by \$287,585,000 (33 percent) during the current fiscal year. The West Haymarket Joint Public Agency (JPA) issued \$300,000,000 of bonded debt in the current year.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the City's basic financial statements. The City's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The government-wide financial statements are designed to provide readers with a broad overview of the City's finances, in a manner similar to a private-sector business.

The statement of net assets presents information on all of the City's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the City is improving or deteriorating.

The statement of activities presents information showing how the City's net assets changed during the year ended August 31, 2011. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the City include general administrative services, public safety, streets and highways, health, planning and zoning, parks and recreation, libraries, aging services, job

programs, urban development, mass transportation, engineering, self-insurance, and fleet management. The business-type activities of the City include water, wastewater and electric utilities; ambulance transport; solid waste management; golf courses; auditorium; and parking.

The government-wide financial statements can be found on pages 16-17 of this report.

FUND FINANCIAL STATEMENTS

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental funds – Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating the City's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The City maintains thirty-one individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the General fund, the Street Construction fund, and the West Haymarket JPA fund, which are considered to be major funds. Data from the other governmental funds are combined into a single, aggregated presentation. Individual fund data for each of the nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

The City adopts an annual appropriated budget for its general fund and most other governmental funds. A budgetary comparison statement has been provided for the General and Street Construction major funds to demonstrate compliance with this budget. The West Haymarket JPA major fund is not required to adopt an annual budget so a budgetary comparison has not been provided.

The basic governmental fund financial statements can be found on pages 18-23 of this report.

Proprietary funds – The City maintains two different types of proprietary funds. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for its parking facilities and lots; golf courses; auditorium; solid waste management; ambulance services; and wastewater, water, and electric systems. Internal service funds are used to accumulate and allocate costs internally among the City's various functions. The City uses internal service funds to account for its data processing, engineering, insurance, fleet management, municipal services center operations, telecommunications, and copy services. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for the Water, Wastewater and Electric Systems, all of which are considered to be major funds of the City. Data from the other enterprise funds are combined into a single, aggregated presentation. Internal service funds are also combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for these funds is provided in the form of combining statements elsewhere in this report.

The basic proprietary fund financial statements can be found on pages 24-26 of this report.

Fiduciary funds – Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the City's own programs. The accounting used for fiduciary funds is much like that used for proprietary funds.

The fiduciary fund financial statements can be found on pages 27-28 of this report.

NOTES TO THE FINANCIAL STATEMENTS

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 30-70 of this report.

OTHER INFORMATION

In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City's progress in funding its obligation to provide pension benefits to its police and fire employees, and to provide other postemployment benefits. Required supplementary information can be found on page 71 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the City, assets exceeded liabilities by \$1,599,891,832 at August 31, 2011.

By far the largest portion of the City's net assets (63 percent) reflects its investment in capital assets (e.g., land, buildings, improvements, utility plant, infrastructure, and machinery and equipment), less any related debt used to acquire those assets that is still outstanding. The City uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

City Of Lincoln
Condensed Statements of Net Assets
August 31, 2011 and 2010

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Current and Other Assets	\$ 651,101,529	398,115,532	247,265,929	246,650,963	898,367,458	644,766,495
Capital Assets	713,530,269	622,796,373	1,437,335,316	1,417,922,340	2,150,865,585	2,040,718,713
Total Assets	1,364,631,798	1,020,911,905	1,684,601,245	1,664,573,303	3,049,233,043	2,685,485,208
Long-Term Liabilities Outstanding	504,062,995	189,192,032	766,638,529	773,188,114	1,270,701,524	962,380,146
Other Liabilities	22,171,662	21,147,269	156,468,025	155,388,010	178,639,687	176,535,279
Total Liabilities	526,234,657	210,339,301	923,106,554	928,576,124	1,449,341,211	1,138,915,425
Net Assets:						
Invested in Capital Assets, Net of Related Debt	386,451,715	482,099,420	622,950,944	598,053,416	1,009,402,659	1,080,152,836
Restricted	235,695,091	121,155,820	33,750,287	37,040,667	269,445,378	158,196,487
Unrestricted	216,250,335	207,317,364	104,793,460	100,903,096	321,043,795	308,220,460
Total Net Assets	\$ 838,397,141	810,572,604	761,494,691	735,997,179	1,599,891,832	1,546,569,783

An additional portion of the City's net assets (17 percent) represents resources that are subject to external restrictions on their use. The remaining balance of unrestricted net assets (20 percent) may be used to meet the government's ongoing obligations to citizens and creditors.

At August 31, 2011, the City is able to report positive balances in all three categories of net assets, both for the government as a whole, as well as for its separate governmental and business-type activities.

City Of Lincoln
Condensed Statements of Activities
For the Years Ended August 31, 2011 and 2010

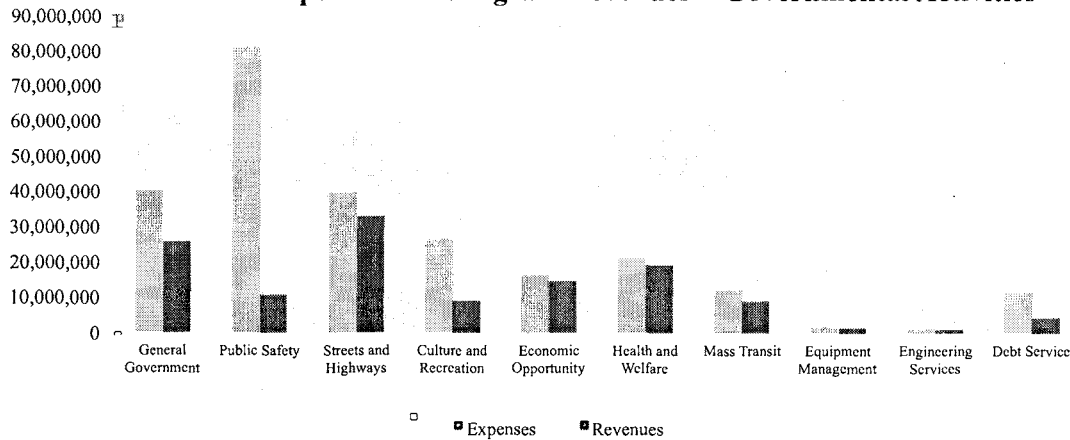
	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Revenues:						
Program Revenues:						
Charges for Services	\$ 46,426,307	41,701,425	335,205,232	313,690,349	381,631,539	355,391,774
Operating Grants and Contributions	73,594,748	55,013,696	-	-	73,594,748	55,013,696
Capital Grants and Contributions	7,982,667	16,171,192	4,645,062	5,767,531	12,627,729	21,938,723
General Revenues:						
Property Tax	48,621,668	48,637,701	-	-	48,621,668	48,637,701
Sales and Use Tax	57,996,100	55,362,688	-	-	57,996,100	55,362,688
Occupation Tax	20,403,399	10,847,214	2,059,361	1,984,400	22,462,760	12,831,614
Other Taxes	16,378,863	15,821,171	-	-	16,378,863	15,821,171
Unrestricted Grants and Contributions	1,927,588	2,006,071	-	-	1,927,588	2,006,071
Unrestricted Investment Earnings	1,370,358	1,926,976	1,564,708	1,673,103	2,935,066	3,600,079
Other	2,309,497	793,365	343,835	893,109	2,653,332	1,686,474
Total Revenues	277,011,195	248,281,499	343,818,198	324,008,492	620,829,393	572,289,991
Expenses:						
General Government	40,059,839	36,991,820	-	-	40,059,839	36,991,820
Public Safety	81,218,142	75,364,591	-	-	81,218,142	75,364,591
Streets and Highways	39,840,551	38,150,193	-	-	39,840,551	38,150,193
Culture and Recreation	26,578,448	25,713,710	-	-	26,578,448	25,713,710
Economic Opportunity	16,336,855	17,198,314	-	-	16,336,855	17,198,314
Health and Welfare	21,153,869	20,840,847	-	-	21,153,869	20,840,847
Mass Transit	12,007,410	11,198,681	-	-	12,007,410	11,198,681
Equipment Management	1,882,136	1,767,774	-	-	1,882,136	1,767,774
Engineering Services	1,219,084	829,470	-	-	1,219,084	829,470
Interest on Long-Term Debt	11,568,353	6,373,674	-	-	11,568,353	6,373,674
Parking	-	-	5,632,973	5,475,157	5,632,973	5,475,157
Golf Courses	-	-	3,414,074	3,165,446	3,414,074	3,165,446
Auditorium	-	-	2,202,234	2,243,518	2,202,234	2,243,518
Solid Waste Management	-	-	8,490,392	10,607,775	8,490,392	10,607,775
Ambulance Transport	-	-	3,940,669	3,819,895	3,940,669	3,819,895
Wastewater	-	-	23,135,157	22,265,579	23,135,157	22,265,579
Water	-	-	26,084,158	23,469,948	26,084,158	23,469,948
Electric	-	-	242,743,000	229,241,000	242,743,000	229,241,000
Total Expenses	251,864,687	234,429,074	315,642,657	300,288,318	567,507,344	534,717,392
Increase in Net Assets Before Transfers	25,146,508	13,852,425	28,175,541	23,720,174	53,322,049	37,572,599
Transfers	2,678,029	2,581,647	(2,678,029)	(2,581,647)	-	-
Increase in Net Assets	27,824,537	16,434,072	25,497,512	21,138,527	53,322,049	37,572,599
Net Assets - Beginning	810,572,604	794,138,532	735,997,179	714,858,652	1,546,569,783	1,508,997,184
Net Assets - Ending	\$ 838,397,141	\$ 810,572,604	\$ 761,494,691	\$ 735,997,179	\$ 1,599,891,832	\$ 1,546,569,783

GOVERNMENTAL ACTIVITIES

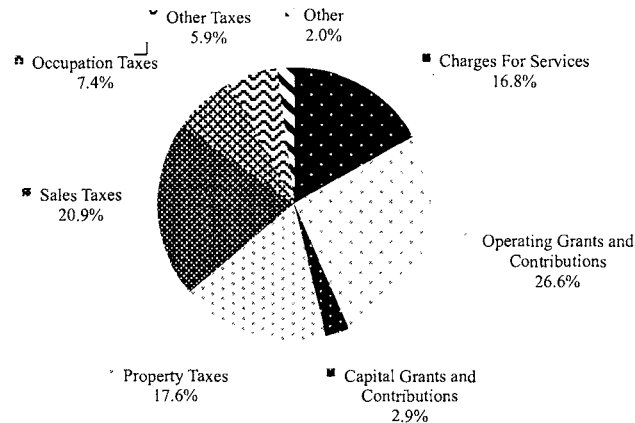
Governmental activities increased the City's net assets by \$27,824,537, accounting for 52 percent of the total growth in the net assets of the City of Lincoln. Key elements of this increase are as follows:

- The City's current year contribution to the Joint Antelope Valley Authority amounted to \$6,462,467, of which a significant portion is federally funded.
- Sales taxes increased by approximately \$2.6 million (4.8 percent) during 2011 after showing an increase of 1.9 percent in the prior year.
- Occupation taxes increased by approximately \$9.5 million (88 percent) in the current year with the January, 2011 imposition of a 2 percent tax on bar and restaurant revenues and a 4 percent tax on car rental and hotel revenues, to be used to finance the JPA activities and repayment of the Agency's outstanding debt.

Expenses and Program Revenues - Governmental Activities



Revenues By Source - Governmental Activities



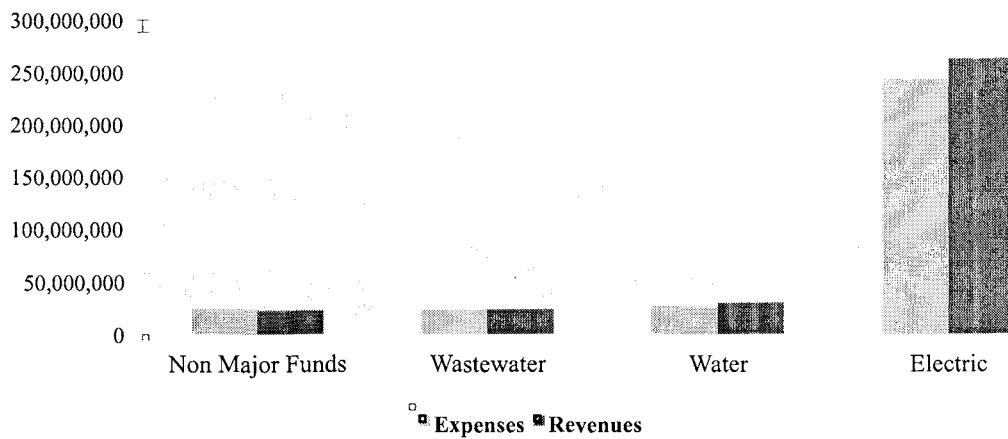
BUSINESS-TYPE ACTIVITIES

Business-type activities increased the City's net assets by \$25,497,512, accounting for 48 percent of the total growth in the government's net assets. Key elements of this increase are as follows:

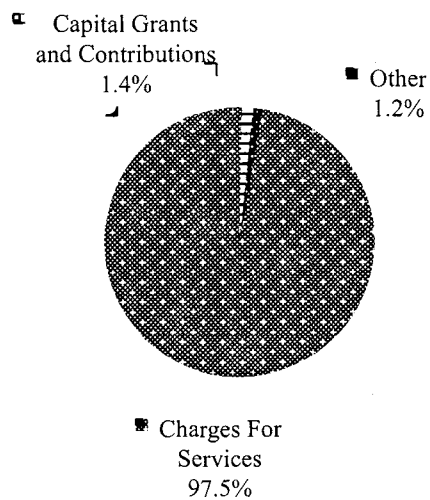
- Water System operating revenues increased by \$3,424,357 (13.6 percent) from 2010. Effective February, 2011, there was a 5% user fee increase and metered sales were up 8 percent due to a dry fall and spring. Operating expense increased \$1,846,422 (8.7 percent) due to increased personnel, energy and chemical costs.
- Wastewater System operating revenues increased \$1,270,226 (5.9 percent) primarily due to a 5% user fee increase implemented with the billings starting in February, 2011. Sanitary sewer bills for residential customers are based on water usage during a two-month period during the winter and remain the same over the balance of the following ten-month period. Non-residential customers are billed for sanitary sewer based on their monthly water usage. Operating expenses increased \$844,288 (4.5 percent) due to increased personnel and chemical costs.

- Lincoln Electric System operating revenue in 2010 was 6% higher than 2009. Retail revenue was 8 percent higher due to the impact of a 2.4 percent increase on January 1, 2010 and energy sales were up compared to the mild summer weather in 2009. Wholesale revenue increased 1 percent due to higher prices although energy sales decreased 8 percent.
- LES recorded capital contributions of \$1.7 million.
- Lincoln Water and Wastewater Systems reported capital contributions of approximately \$1.9 million and \$1.1 million, respectively.
- Lincoln Water and Wastewater Systems reported increased losses in nonoperating activities in 2011 due to higher interest expense and the reduction of interest income and insurance recoveries, respectively.

Expenses And Program Revenues - Business-type Activities



Revenues By Source - Business-type Activities



FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

As noted earlier, the City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

GOVERNMENTAL FUNDS

The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of August 31, 2011, the City's governmental funds reported combined ending fund balances of \$426,496,342, an increase of \$239,607,770 in comparison with the prior year. Of this total amount, 12 percent constitutes unrestricted fund balance, which is available for spending at the City's discretion. The remainder of fund balance is restricted to indicate that it is not available for new spending because it has already been committed to:

- long-term loans receivable (\$19,837,000),
- pay debt service (\$16,060,411),
- capital construction and acquisition (\$252,381,333),
- West Haymarket Joint Public Agency activities (\$9,640,388),
- donor and grantor purposes (\$5,832,975),
- generating income for the purpose of funding health and health-related programs for the citizens of Lincoln (\$56,077,332), and
- a variety of other purposes (\$16,164,902).

The General Fund is the chief operating fund of the City. At August 31, 2011, the unrestricted fund balance of the General Fund was \$29,336,927, while total fund balance reached \$41,753,836. As a measure of the General Fund's liquidity, it may be useful to compare both unrestricted fund balance and total fund balance to total fund expenditures. Unrestricted fund balance represents 27 percent of total general fund expenditures, while total fund balance represents 38 percent of that same amount.

The fund balance of the City's General Fund increased by \$2,910,783 during 2011. For the current fiscal year, appropriated General fund balance, used as a funding source for the budget increased only 2.8 percent over 2010. General Fund balances as a future funding source are projected to decrease as the City reduces balances, measured at year end, to a goal of 15% of the projected General Fund budget five years in the future.

The Street Construction Fund had a total fund balance of \$36,478,568, which is to be used in the construction and maintenance of street and highways. The net increase in fund balance during 2011 in the Street Construction Fund was \$4,150,021, the result of changes in the demand for JAVA funding.

The West Haymarket JPA Fund had a fund balance of \$225,432,904 which is to be used for funding improvements of the West Haymarket Redevelopment Project. This balance is the result of the settlement of \$300,000,000 in current year bonds.

PROPRIETARY FUNDS

The City's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

Unrestricted net assets of the Wastewater System, Water System, Electric System, and other enterprise funds amounted to \$18,186,672, \$14,313,737, \$75,913,000 and \$(180,020), respectively, at August 31, 2011 (December 31, 2010 for LES). Factors concerning the finances of these funds have already been addressed in the discussion of the City's business-type activities.

GENERAL FUND BUDGETARY HIGHLIGHTS

Differences between the original budget and the final amended budget were relatively minor (decrease of \$(244,236) in appropriations) and can be briefly summarized as follows:

- \$(1,878,951) in miscellaneous changes in general government activities.
- \$1,054,839 in increases allocated to public safety.
- \$32,191 in increases to streets & highways.
- \$65,859 in increases allocated to parks and recreation.
- \$481,826 in increases allocated for General Fund transfers to other City funds.

Variances between actual General Fund revenues and expenditures and the final amended budget included the following:

- \$2,181,663 positive variance in real estate and personal property tax. Actual property collections were 96.69% of the 2010 levy, while estimated tax revenue is based on 90% collections as provided by the City Charter.
- \$1,642,531 positive variance in sales tax receipts. Collections exceeded projections that were based on prior years activity.
- \$1,996,370 positive variance in miscellaneous general government expenditures. Significant savings were realized in several service line items that are reappropriated to cover ongoing future expenditures.
- \$(1,140,687) negative variance in street lighting function expenditures. This variance was the result of additions related to both normal construction as well as Antelope Valley Project construction.

CAPITAL ASSET AND DEBT ADMINISTRATION

CAPITAL ASSETS

The City's investment in capital assets for its governmental and business-type activities as of August 31, 2011, amounts to \$2,150,865,585 (net of accumulated depreciation). This investment in capital assets includes land, buildings, improvements, machinery and equipment, streets, bridges, storm sewers, electric plant, and water and sewer plant. The total increase in the City's investment in capital assets for 2011 was 5.40 percent (a 14.57 percent increase for governmental activities and a 1.37 percent increase for business-type activities).

Major capital asset events during 2011 included the following:

- A variety of street construction widening and expansion projects for existing streets and bridges continued. Along with new construction of streets and drainage projects, construction-in-progress of infrastructure as of August 31, 2011 reached \$88,140,000.
- The City's bus system, StarTran, purchased thirteen new buses at a cost of \$4,642,638.
- The West Haymarket Joint Public Agency (JPA) has investment in capital assets of \$80,856,914, which includes roads and utility work, arena design and initial construction, site preparation, land purchases, and environmental remediation.
- The City parking system's continued investment in a new downtown parking garage reached approximately \$8.6 million.

City Of Lincoln
Capital Assets (net of depreciation)
August 31, 2011 and 2010

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
Land	\$ 69,850,907	63,866,125	24,144,286	21,950,552	93,995,193	85,816,677
Buildings	49,744,391	45,950,230	122,650,291	126,543,523	172,394,682	172,493,753
Improvements Other Than Buildings	37,876,916	38,189,441	445,301,114	446,114,577	483,178,030	484,304,018
Machinery and Equipment	35,685,017	31,600,937	11,894,995	12,232,011	47,580,012	43,832,948
Utility Plant	-	-	753,770,000	760,709,000	753,770,000	760,709,000
Infrastructure	352,448,061	354,568,639	-	-	352,448,061	354,568,639
Construction-in-progress	167,924,977	88,621,001	79,574,630	50,372,677	247,499,607	138,993,678
Total	\$ 713,530,269	622,796,373	1,437,335,316	1,417,922,340	2,150,865,585	2,040,718,713

Additional information on the City's capital assets can be found in Note 7 of the notes to the financial statements on pages 46-48 of this report.

LONG-TERM DEBT

At August 31, 2011, the City of Lincoln had total bonded debt outstanding of \$1,158,233,000. Of this amount, \$419,663,000 comprises debt backed by the full faith and credit of the City. The remainder of the City's debt represents bonds secured solely by specified revenue sources (i.e., revenue bonds).

City Of Lincoln
Outstanding Bonded Debt
August 31, 2011 and 2010
(dollar amounts in thousands)

	Governmental Activities		Business-type Activities		Total	
	2011	2010	2011	2010	2011	2010
General Obligation Bonds	\$ 419,663	118,383	-	-	419,663	118,383
Tax Supported Bonds	5,920	6,605	-	-	5,920	6,605
Revenue Bonds	-	-	732,650	745,660	732,650	745,660
Total	\$ 425,583	124,988	732,650	745,660	1,158,233	870,648

The City's total bonded debt increased by \$287,585,000 (33 percent) during the current fiscal year. This significant increase was the result of the JPA issuance of \$300,000,000 in bonds to fund a portion of the Agency's construction costs.

The City maintains the following credit ratings:

	Moody's Investors Service	Standard And Poor's	Fitch Investors Service
General Obligation Bonds	Aaa	AAA	-
West Haymarket JPA Bonds	Aa1	AAA	-
Antelope Valley Project Bonds	Aa2	AA	-
Water Revenue Bonds	Aa2	AA	-
Wastewater Revenue Bonds			
MBIA insured	Aaa	AAA	-
Underlying	Aa2	AA+	-
Parking Revenue Bonds	A1	A	-
Lincoln Electric System			
Revenue Bonds	Aa2	AA	AA
2005 Revenue Bonds			
FSA insured	-	AAA	AAA
2007 Revenue Bonds			
FGIC insured	Aaa	AAA	AAA
Commercial Paper – tax exempt	-	A1+	F1+

Under the City's Home Rule Charter, there is no legal debt limit.

Additional information on the City's long-term debt can be found in Note 9 of the notes to the financial statements on pages 50-55 of this report.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

- Property tax revenue required to fund the 2012 budget increased \$4,046,259 or 9.83 percent from the prior year. Total change in the tax base is estimated at .12 percent, with an increase to the tax rate from .28788 to .31580, an increase of 9.7 percent over the prior year.
- The adequacy of fees charged for City service cost recovery is examined each year and some fee increases are included in each annual budget. Without periodic increases in fees, amounts collected, or other revenue adjustments, inflationary and other cost increases would need to be covered by additional property tax revenue or the levels of service provided would need to be reduced. Revenue adjustments in 2012 include a "Return on Equity" payment from LES estimated at \$5,896,643.
- An increase of \$1,376,028 in funding for the Police and Fire Pension Plan was added to fund normal cost and to provide resources to amortize the unfunded actuarial liability.
- Sales tax collections for 2011 finished 2.92 percent ahead of projections. 2012 projections reflect a 1.20 percent increase over 2011 actual collections.
- The governor and state legislature eliminated in lieu of tax payments (State Aid) to municipalities, which results in a revenue decrease to the City of \$1,840,672.
- Staffing changes included in the 2011-2012 budget result in a decrease for all funds of 16.18 full-time equivalents.

All of these factors were considered in preparing the City's budget for the 2012 fiscal year.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the City of Lincoln's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City of Lincoln, Finance Department, 555 South 10th Street, Lincoln, NE 68508.

BASIC FINANCIAL STATEMENTS

CITY OF LINCOLN, NEBRASKA
STATEMENT OF NET ASSETS
AUGUST 31, 2011

With Summarized Financial Information as of August 31, 2010

	Governmental Activities	Business-Type Activities	Totals	
			2011	2010
ASSETS				
Cash and Cash Equivalents	\$ 145,984,381	24,986,970	170,971,351	82,317,793
Investments	236,874,740	47,925,521	284,800,261	148,704,783
Invested Securities Lending Collateral	-	-	-	1,025,994
Receivables, (Net of Allowance for Uncollectibles)	33,828,857	46,178,527	80,007,384	70,968,173
Internal Balances	(1,351,694)	1,351,694	-	-
Due from Other Governments	29,415,277	4,305	29,419,582	27,971,533
Inventories	2,221,408	15,591,515	17,812,923	19,046,403
Plant Operation Assets	-	13,070,000	13,070,000	14,091,000
Prepaid Items	700,370	1,131,985	1,832,355	1,828,168
Deferred Charges and Other Assets	6,162,166	12,745,574	18,907,740	16,633,543
Restricted Assets:				
Cash and Cash Equivalents	1,051,780	15,907,805	16,959,585	18,790,915
Investments	37,160,000	68,149,585	105,309,585	90,547,696
Receivables	-	222,448	222,448	248,717
Investment in Joint Venture	159,054,244	-	159,054,244	152,591,777
Capital Assets:				
Non-depreciable	237,775,884	103,718,916	341,494,800	224,810,355
Depreciable (Net)	475,754,385	1,333,616,400	1,809,370,785	1,815,908,358
Total Assets	1,364,631,798	1,684,601,245	3,049,233,043	2,685,485,208
LIABILITIES				
Accounts Payable and Other Current Liabilities	12,214,633	42,253,871	54,468,504	51,829,414
Accrued Liabilities	4,837,343	13,043,745	17,881,088	17,237,929
Due to Other Governments	610,824	153,941	764,765	819,392
Unearned Revenue	496,679	935,274	1,431,953	1,624,367
Obligations under Securities Lending	-	-	-	1,025,994
Notes Payable	-	90,000,000	90,000,000	92,000,000
Accrued Interest Payable	4,012,183	10,081,194	14,093,377	11,998,183
Noncurrent Liabilities:				
Payable within One Year	25,159,509	33,747,222	58,906,731	55,039,710
Payable in More Than One Year	478,903,486	732,891,307	1,211,794,793	907,340,436
Total Liabilities	526,234,657	923,106,554	1,449,341,211	1,138,915,425
NET ASSETS				
Invested in Capital Assets, Net of Related Debt	386,451,715	622,950,944	1,009,402,659	1,080,152,836
Restricted for:				
Debt Service, Net of Related Debt	7,806,827	29,008,060	36,814,887	34,868,834
Capital Projects	127,992,825	1,255,350	129,248,175	42,516,324
Grantor Loan Programs	19,837,000	-	19,837,000	19,566,000
Other	22,167,162	3,486,877	25,654,039	6,291,153
Trust Donations:				
Expendable	1,653,945	-	1,653,945	1,723,206
Nonexpendable	160,000	-	160,000	160,000
Health Care:				
Expendable	19,077,332	-	19,077,332	16,070,970
Nonexpendable	37,000,000	-	37,000,000	37,000,000
Unrestricted	216,250,335	104,793,460	321,043,795	308,220,460
Total Net Assets	\$ 838,397,141	761,494,691	1,599,891,832	1,546,569,783

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED AUGUST 31, 2011
 With Summarized Financial Information for the Year Ended August 31, 2010

Functions/Programs	Program Revenues				Net (Expense) Revenue and Changes in Net Assets		Totals	
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	2011	2010
Governmental Activities:								
General Government	\$ (40,059,839)	21,544,375	3,109,155	1,021,934	(14,384,375)	-	(14,384,375)	(12,962,697)
Public Safety	(81,218,142)	5,730,687	4,675,131	289,798	(70,522,526)	-	(70,522,526)	(65,685,813)
Streets and Highways	(39,840,551)	4,087,358	24,184,766	4,612,774	(6,955,653)	-	(6,955,653)	(6,559,985)
Culture and Recreation	(26,578,448)	4,114,179	2,880,002	1,945,724	(17,638,543)	-	(17,638,543)	(18,787,660)
Economic Opportunity	(16,336,855)	2,269,303	12,371,743	-	(1,695,809)	-	(1,695,809)	(3,852,201)
Health and Welfare	(21,153,869)	4,435,710	14,815,283	-	(1,902,876)	-	(1,902,876)	(3,537,257)
Mass Transit	(12,007,410)	1,619,140	7,268,943	-	(3,119,327)	-	(3,119,327)	(4,463,659)
Equipment Management	(1,882,136)	1,626,131	-	5,000	(251,005)	-	(251,005)	(416,580)
Engineering Services	(1,219,084)	995,088	-	5,135	(218,861)	-	(218,861)	(27,929)
Interest on Long-Term Debt	(11,568,353)	4,336	4,289,725	102,302	(7,171,990)	-	(7,171,990)	(5,248,980)
Total Governmental Activities	(251,864,687)	46,426,307	73,594,748	7,982,667	(123,860,965)	-	(123,860,965)	(121,542,761)
Business-Type Activities:								
Parking Lots	(313,810)	363,002	-	-	-	49,192	49,192	82,370
Golf	(3,414,074)	2,759,810	-	-	-	(654,264)	(654,264)	(373,791)
Parking Facilities	(5,319,163)	7,573,805	-	4,583	-	2,259,225	2,259,225	1,658,166
Municipal Auditorium	(2,202,234)	1,606,199	-	-	-	(596,035)	(596,035)	(648,807)
Solid Waste Management	(8,490,392)	5,555,135	-	-	-	(2,935,257)	(2,935,257)	(5,294,467)
Emergency Medical Services	(3,940,669)	4,565,087	-	-	-	624,418	624,418	595,929
Wastewater System	(23,135,157)	22,931,019	-	1,081,660	-	877,522	877,522	1,283,437
Water System	(26,084,158)	28,474,175	-	1,905,819	-	4,295,836	4,295,836	3,443,725
Electric System	(242,743,000)	261,377,000	-	1,653,000	-	20,287,000	20,287,000	18,423,000
Total Business-Type Activities	(315,642,657)	335,205,232	-	4,645,062	-	24,207,637	24,207,637	19,169,562
Total	\$ (567,507,344)	381,631,539	73,594,748	12,627,729	(123,860,965)	24,207,637	(99,653,328)	(102,373,199)
General Revenues:								
Property Tax					48,621,668	-	48,621,668	48,637,701
Motor Vehicle Tax					4,284,369	-	4,284,369	4,247,118
Wheel Tax					12,031,376	-	12,031,376	11,519,622
Sales and Use Tax					57,996,100	-	57,996,100	55,362,688
Sundry and In Lieu Tax					63,118	-	63,118	54,431
Occupation Tax					20,403,399	2,059,361	22,462,760	12,831,614
Unrestricted Grants and Contributions					1,927,588	-	1,927,588	2,006,071
Unrestricted Investment Earnings					1,370,358	1,564,708	2,935,066	3,600,079
Miscellaneous General Revenues					2,309,497	343,835	2,653,332	1,686,474
Transfers					2,678,029	(2,678,029)	-	-
Total General Revenues and Transfers					151,685,502	1,289,875	152,975,377	139,945,798
Change in Net Assets					27,824,537	25,497,512	53,322,049	37,572,599
Net Assets - Beginning					810,572,604	735,997,179	1,546,569,783	1,508,997,184
Net Assets - Ending					\$ 838,397,141	761,494,691	1,599,891,832	1,546,569,783

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
BALANCE SHEET
GOVERNMENTAL FUNDS
AUGUST 31, 2011

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
ASSETS					
Cash and Cash Equivalents	\$ 4,795,748	4,621,924	123,470,657	8,556,720	141,445,049
Investments	22,850,931	24,333,175	105,940,874	95,784,386	248,909,366
Receivables, (Net of Allowance for Uncollectibles)	5,712,901	1,585,226	1,780,646	24,471,836	33,550,609
Due from Other Funds	1,934,706	5,342,235	-	3,104,817	10,381,758
Due from Other Governments	10,290,493	11,044,205	1,622,007	6,199,809	29,156,514
Inventories	472,182	450,225	-	488,615	1,411,022
Prepaid Items	6,418,988	-	25,775	6,500	6,451,263
Total Assets	<u>52,475,949</u>	<u>47,376,990</u>	<u>232,839,959</u>	<u>138,612,683</u>	<u>471,305,581</u>
LIABILITIES AND FUND BALANCES					
Liabilities:					
Accounts Payable	934,612	1,342,342	6,481,111	1,888,683	10,646,748
Contracts Payable	-	146,436	-	324,019	470,455
Accrued Liabilities	2,508,561	159,527	-	1,640,023	4,308,111
Due to Other Funds	5,714,045	210,877	32,441	6,744,955	12,702,318
Due to Other Governments	150,093	26,595	-	253,376	430,064
Unearned Revenue	-	-	-	317,762	317,762
Deferred Revenue	1,414,802	9,012,645	893,503	4,612,831	15,933,781
Total Liabilities	<u>10,722,113</u>	<u>10,898,422</u>	<u>7,407,055</u>	<u>15,781,649</u>	<u>44,809,239</u>
Fund Balances:					
Nonspendable	6,891,170	450,225	25,775	37,655,115	45,022,285
Restricted	5,525,739	22,359,280	225,407,129	77,046,702	330,338,850
Committed	-	-	-	633,206	633,206
Assigned	13,750,394	13,669,063	-	7,636,067	35,055,524
Unassigned	15,586,533	-	-	(140,056)	15,446,477
Total Fund Balances	<u>41,753,836</u>	<u>36,478,568</u>	<u>225,432,904</u>	<u>122,831,034</u>	<u>426,496,342</u>
Total Liabilities and Fund Balances	<u>\$ 52,475,949</u>	<u>47,376,990</u>	<u>232,839,959</u>	<u>138,612,683</u>	

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	691,479,451
Investment in joint venture is not a financial resource and, therefore, is not reported in the funds.	159,054,244
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.	15,933,781
Internal service funds are used by management to charge the costs of certain services to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets.	26,780,676
Accrued pension contribution, long-term construction contracts and other liabilities require the use of unavailable financial resources and, therefore, are not reported in the funds.	(5,096,424)
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.	(476,250,929)
Net assets of governmental activities	<u>\$ 838,397,141</u>

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED AUGUST 31, 2011

	General Fund	Street Construction Fund	West Haymarket JPA Fund	Other Governmental Funds	Total
REVENUES					
Taxes:					
Property	\$ 28,248,373	-	-	19,956,099	48,204,472
Motor Vehicle	4,284,369	-	-	-	4,284,369
Wheel	-	1,114,104	-	10,917,272	12,031,376
Sales and Use	57,996,100	-	-	-	57,996,100
Sundry and In Lieu	48,455	-	-	12,796	61,251
Occupation	13,282,814	-	7,653,744	-	20,936,558
Special Assessment	-	425	-	1,118,089	1,118,514
Intergovernmental	4,982,313	27,548,619	3,205,671	35,796,221	71,532,824
Permits and Fees	4,939,346	2,628,295	-	10,956,731	18,524,372
Reimbursement for Services	6,185,640	6,226	-	1,329,500	7,521,366
Program Income	-	-	944,303	273,633	1,217,936
Investment Earnings	156,933	(54,541)	-	5,352,485	5,454,877
Donations	726,335	75	-	1,259,271	1,985,681
Keno Proceeds	-	-	-	3,321,506	3,321,506
Miscellaneous	2,181,411	779,577	-	1,793,441	4,754,429
Total Revenues	<u>123,032,089</u>	<u>32,022,780</u>	<u>11,803,718</u>	<u>92,087,044</u>	<u>258,945,631</u>
EXPENDITURES					
Current:					
General Government	26,569,977	-	454,329	9,598,056	36,622,362
Public Safety	60,131,286	-	-	9,405,771	69,537,057
Streets and Highways	7,461,505	10,871,181	-	2,392	18,335,078
Culture and Recreation	11,628,899	-	-	10,165,686	21,794,585
Economic Opportunity	4,401,646	-	-	11,410,268	15,811,914
Health and Welfare	193,414	-	-	21,800,001	21,993,415
Mass Transit	-	-	-	15,088,883	15,088,883
Debt Service	6,806	-	10,801,422	15,631,234	26,439,462
Capital Outlay	-	24,110,113	77,310,392	8,160,545	109,581,050
Total Expenditures	<u>110,393,533</u>	<u>34,981,294</u>	<u>88,566,143</u>	<u>101,262,836</u>	<u>335,203,806</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>12,638,556</u>	<u>(2,958,514)</u>	<u>(76,762,425)</u>	<u>(9,175,792)</u>	<u>(76,258,175)</u>
OTHER FINANCING SOURCES (USES)					
Transfers In	6,889,394	12,003,923	-	24,966,938	43,860,255
Transfers Out	(16,360,654)	(4,945,556)	-	(19,805,398)	(41,111,608)
Issuance of Debt	-	-	300,000,000	9,663,000	309,663,000
Issuance of Refunding Debt	6,692,500	-	-	19,540,000	26,232,500
Premiums/Discounts on Debt Issued	(6,427)	-	4,669,860	1,091,787	5,755,220
Transfer To Bond Refunding Agent	(7,075,474)	-	-	(21,746,822)	(28,822,296)
Sale of Capital Assets	132,888	50,168	-	105,818	288,874
Total Other Financing Sources (Uses)	<u>(9,727,773)</u>	<u>7,108,535</u>	<u>304,669,860</u>	<u>13,815,323</u>	<u>315,865,945</u>
Net Change in Fund Balances	<u>2,910,783</u>	<u>4,150,021</u>	<u>227,907,435</u>	<u>4,639,531</u>	<u>239,607,770</u>
Fund Balances - Beginning of Year, Before Restatement	30,425,582	31,586,833	(2,474,531)	127,350,688	186,888,572
Adjustment for Implementation of GASB 54	<u>8,417,471</u>	<u>741,714</u>	<u>-</u>	<u>(9,159,185)</u>	<u>-</u>
Fund Balances - Beginning of Year, After Restatement	<u>38,843,053</u>	<u>32,328,547</u>	<u>(2,474,531)</u>	<u>118,191,503</u>	<u>186,888,572</u>
Fund Balances - Ending	<u>\$ 41,753,836</u>	<u>36,478,568</u>	<u>225,432,904</u>	<u>122,831,034</u>	<u>426,496,342</u>

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED AUGUST 31, 2011

Amounts reported for governmental activities in the statement of activities are different because:

Net change in fund balances - total governmental funds	\$ 239,607,770
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	83,105,689
The net effect of various miscellaneous transactions involving capital contributions is to increase net assets.	2,623,305
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds: change in revenues in fund statements previously recognized in the statement of activities.	1,580,917
The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.	(298,039,633)
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.	(3,736,004)
Changes in the net pension obligation and the net OPEB obligation do not represent financial activity in governmental funds.	(1,393,535)
Changes in the interest in the underlying net assets of the joint venture do not represent financial activity in governmental funds.	6,462,467
Internal service funds are used by management to charge the costs of certain services to individual funds. The net expense of the internal service funds is reported within governmental activities.	<u>(2,386,439)</u>
Change in net assets of governmental activities	<u>\$ 27,824,537</u>

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL (BUDGET BASIS)
FOR THE YEAR ENDED AUGUST 31, 2011

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final Budget
				Positive
				(Negative)
Revenues:				
Real Estate and Personal Property Tax	\$ 30,404,505	30,404,505	32,586,168	2,181,663
Taxes Collected by Others	56,317,014	56,317,014	57,959,545	1,642,531
Sundry Taxes and In Lieu	33,612	33,612	56,055	22,443
Occupation Taxes	11,764,425	11,764,425	11,982,166	217,741
Intergovernmental	3,813,352	3,813,352	3,457,174	(356,178)
Permits and Fees	3,258,531	3,258,531	3,190,409	(68,122)
Reimbursement for Services	2,989,874	2,989,874	2,848,361	(141,513)
Court Fees	594,000	594,000	596,781	2,781
Recreation Receipts	2,116,281	2,116,281	2,128,295	12,014
Investment Earnings	239,800	239,800	159,302	(80,498)
Donations	723,722	723,722	725,032	1,310
Rental Income	474,064	474,064	504,794	30,730
Miscellaneous	2,156,816	2,156,816	2,138,925	(17,891)
Total Revenues	114,885,996	114,885,996	118,333,007	3,447,011
Expenditures:				
General Government:				
Legislative	286,263	286,347	242,765	43,582
Executive	1,126,728	1,130,843	1,068,484	62,359
Financial Administration	2,764,538	2,756,371	2,508,454	247,917
Law	2,456,102	2,470,458	2,455,480	14,978
Personnel Administration	938,462	942,367	891,388	50,979
Planning and Zoning	1,851,122	1,861,681	1,831,188	30,493
Urban Development	897,704	989,714	774,367	215,347
Miscellaneous	20,520,692	18,524,879	16,528,509	1,996,370
Total General Government	30,841,611	28,962,660	26,300,635	2,662,025
Public Safety:				
Police	32,946,001	32,976,027	31,759,280	1,216,747
Fire	21,897,471	22,918,210	22,959,234	(41,024)
Traffic Engineering	1,568,249	1,572,323	1,520,663	51,660
Total Public Safety	56,411,721	57,466,560	56,239,177	1,227,383
Streets and Highways:				
Street Maintenance	2,656,242	2,688,433	2,242,639	445,794
Street Lighting	3,915,681	3,915,681	5,056,368	(1,140,687)
Total Streets and Highways	6,571,923	6,604,114	7,299,007	(694,893)
Culture and Recreation:				
Parks and Recreation	11,710,713	11,776,572	11,442,727	333,845
Libraries	200,603	200,603	200,603	-
Total Culture and Recreation	11,911,316	11,977,175	11,643,330	333,845
Economic Opportunity:				
Lincoln Area Agency on Aging	257,117	257,117	257,117	-
Health and Welfare:				
Lincoln/Lancaster County Health	205,472	205,472	205,472	-
Debt Service:				
Issuance and Management Costs	-	-	6,806	(6,806)
Total Expenditures	106,199,160	105,473,098	101,951,544	3,521,554
Excess of Revenues Over Expenditures	8,686,836	9,412,898	16,381,463	6,968,565
Other Financing Sources (Uses):				
Transfers In	10,541,594	10,541,594	6,663,814	(3,877,780)
Transfers Out	(25,137,193)	(25,619,019)	(20,827,281)	4,791,738
Proceeds from Issuance of Debt	6,692,500	6,692,500	6,692,500	-
Discount on Debt Issued	-	-	(6,427)	(6,427)
Transfer to Bond Refunding Agent	(7,068,178)	(7,068,178)	(7,068,178)	-
Sale of Capital Assets	95,006	95,006	132,889	37,883
Total Other Financing Sources (Uses)	(14,876,271)	(15,358,097)	(14,412,683)	945,414
Net Change in Fund Balances	(6,189,435)	(5,945,199)	1,968,780	7,913,979
Fund Balances - Beginning	20,986,052	20,986,052	20,986,052	-
Fund Balances - Ending	\$ 14,796,617	15,040,853	22,954,832	7,913,979

The notes to the financial statements are an integral part of this statement.



CITY OF LINCOLN, NEBRASKA
STREET CONSTRUCTION FUND
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL (BUDGET BASIS)
FOR THE YEAR ENDED AUGUST 31, 2011

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final Budget
				Positive
				(Negative)
Revenues:				
Wheel Tax	\$ 1,111,500	1,111,500	1,108,379	(3,121)
Special Assessment	-	-	425	425
Intergovernmental	9,044,276	9,044,276	17,601,301	8,557,025
Permits and Fees	-	-	280,049	280,049
Reimbursement for Services	400,000	400,000	6,136	(393,864)
Investment Earnings	50,000	50,000	118,426	68,426
Miscellaneous	-	-	20,620	20,620
Total Revenues	<u>10,605,776</u>	<u>10,605,776</u>	<u>19,135,336</u>	<u>8,529,560</u>
Expenditures -- Streets and Highways:				
Personal Services	5,554,680	5,554,680	5,831,956	(277,276)
Materials and Supplies	1,135,111	1,135,111	986,141	148,970
Other Services and Charges	4,317,182	4,310,110	4,100,647	209,463
Capital Outlay	87,127	112,127	40,820	71,307
Total Expenditures	<u>11,094,100</u>	<u>11,112,028</u>	<u>10,959,564</u>	<u>152,464</u>
Excess (Deficiency) of Revenues				
Over (Under) Expenditures	<u>(488,324)</u>	<u>(506,252)</u>	<u>8,175,772</u>	<u>8,682,024</u>
Other Financing Sources (Uses):				
Transfers In	12,040,822	12,040,822	12,040,822	-
Transfers Out	(4,945,556)	(4,945,556)	(4,945,556)	-
Sale of Capital Assets	-	-	50,168	50,168
Total Other Financing Sources (Uses)	<u>7,095,266</u>	<u>7,095,266</u>	<u>7,145,434</u>	<u>50,168</u>
Net Change in Fund Balances	6,606,942	6,589,014	15,321,206	8,732,192
Amount Budgeted on Project Basis	(11,512,649)	(11,512,649)	(11,512,649)	-
Fund Balances - Beginning	<u>29,269,106</u>	<u>29,269,106</u>	<u>29,269,106</u>	<u>-</u>
Fund Balances - Ending	<u>\$ 24,363,399</u>	<u>24,345,471</u>	<u>33,077,663</u>	<u>8,732,192</u>

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
AUGUST 31, 2011

	Business-Type Activities -- Enterprise Funds					Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total	
ASSETS						
Current Assets:						
Cash and Cash Equivalents	\$ 2,401,211	1,270,745	18,694,000	2,621,014	24,986,970	4,539,332
Investments	-	-	36,769,000	11,156,521	47,925,521	25,125,374
Restricted Assets:						
Cash and Cash Equivalents	-	-	11,909,000	181,964	12,090,964	1,051,780
Investments	-	-	3,328,000	-	3,328,000	-
Receivables, (Net of Allowance for Uncollectibles)	2,542,929	2,745,516	19,937,000	3,285,038	28,510,483	278,248
Unbilled Revenues	2,386,904	3,848,140	11,433,000	-	17,668,044	-
Due from Other Funds	1,214,046	314,208	-	509,284	2,037,538	1,935,140
Due from Other Governments	-	-	-	4,305	4,305	258,763
Inventories	65,504	932,633	14,385,000	208,378	15,591,515	810,386
Plant Operation Assets	-	-	13,070,000	-	13,070,000	-
Prepaid Expenses	-	-	1,072,000	59,985	1,131,985	385,407
Total Current Assets	8,610,594	9,111,242	130,597,000	18,026,489	166,345,325	34,384,430
Noncurrent Assets:						
Restricted Assets:						
Cash and Cash Equivalents	-	-	30,000	3,786,841	3,816,841	-
Investments	18,750,789	16,352,689	22,466,000	7,252,107	64,821,585	-
Receivables	124,867	89,967	-	7,614	222,448	-
Due from Other Funds	-	-	-	304,852	304,852	-
Total Restricted Assets	18,875,656	16,442,656	22,496,000	11,351,414	69,165,726	-
Deferred Charges	704,520	587,005	11,058,000	396,049	12,745,574	135,576
Capital Assets:						
Land	5,913,340	5,445,167	-	12,785,779	24,144,286	1,306,950
Buildings	75,384,901	67,363,431	-	50,839,978	193,588,310	5,639,207
Improvements Other Than Buildings	254,651,742	324,805,770	-	35,953,374	615,410,886	1,159,425
Machinery and Equipment	8,596,734	8,569,723	-	13,188,408	30,354,865	28,260,381
Utility Plant	-	-	1,224,514,000	-	1,224,514,000	-
Construction in Progress	6,189,533	1,511,081	58,267,000	13,607,016	79,574,630	388,182
Less Accumulated Depreciation	(97,384,087)	(109,692,686)	(470,744,000)	(52,430,888)	(730,251,661)	(20,839,627)
Total Capital Assets, Net	253,352,163	298,002,486	812,037,000	73,943,667	1,437,335,316	15,914,518
Total Noncurrent Assets	272,932,339	315,032,147	845,591,000	85,691,130	1,519,246,616	16,050,094
Total Assets	281,542,933	324,143,389	976,188,000	103,717,619	1,685,591,941	50,434,524
LIABILITIES						
Current Liabilities:						
Accounts Payable	319,901	449,849	13,920,000	4,300,121	18,989,871	1,097,429
Construction Contracts	1,996,813	2,169,341	-	-	4,166,154	-
Accrued Liabilities	473,855	763,871	11,469,000	337,019	13,043,745	419,431
Accrued Compensated Absences	364,696	427,699	-	315,275	1,107,670	773,045
Due to Other Funds	-	-	-	990,696	990,696	966,274
Due to Other Governments	-	-	-	153,941	153,941	570
Unearned Revenue	-	-	-	935,274	935,274	178,917
Claims	-	-	-	-	-	6,724,159
Accrued Interest	756,525	122,354	9,136,000	66,315	10,081,194	71,934
Commercial Paper Notes Payable	-	-	90,000,000	-	90,000,000	-
Current Portion of Capital Lease	-	-	-	258,306	258,306	117,597
Current Portion of Long-Term Debt	3,075,092	5,380,000	18,680,000	1,080,000	28,215,092	-
Other	-	-	23,264,000	-	23,264,000	-
Total Current Liabilities	6,986,882	9,313,114	166,469,000	8,436,947	191,205,943	10,349,356
Noncurrent Liabilities:						
Accrued Compensated Absences	194,408	395,957	-	87,010	677,375	753,743
Construction Contracts	1,796,829	193,636	-	-	1,990,465	-
Claims	-	-	-	-	-	4,064,797
Long-Term Debt, Net	81,138,410	59,884,016	547,604,000	25,637,751	714,264,177	-
Capital Lease Payable	-	-	-	751,062	751,062	8,246,025
Accrued Liabilities	138,352	196,145	-	241,731	576,228	239,927
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	14,632,000	14,632,000	-
Total Noncurrent Liabilities	83,267,999	60,669,754	547,604,000	41,349,554	732,891,307	13,304,492
Total Liabilities	90,254,881	69,982,868	714,073,000	49,786,501	924,097,250	23,653,848
NET ASSETS						
Invested in Capital Assets, Net of Related Debt	171,395,000	239,387,493	158,775,000	53,393,451	622,950,944	8,602,676
Restricted for:						
Debt Service	1,019,749	419,376	27,427,000	141,935	29,008,060	-
Capital Projects	686,631	39,915	-	528,804	1,255,350	-
Other	-	-	-	46,948	46,948	-
Unrestricted	18,186,672	14,313,737	75,913,000	(180,020)	108,233,389	18,178,000
Total Net Assets	\$ 191,288,052	254,160,521	262,115,000	53,931,118	761,494,691	26,780,676

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS
PROPRIETARY FUNDS
FOR THE YEAR ENDED AUGUST 31, 2011

	Business-Type Activities -- Enterprise Funds				Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total
Operating Revenues					
Charges for Services	\$ 22,973,653	28,559,484	261,377,000	4,565,087	317,475,224
Fees	-	-	-	7,820,398	7,820,398
Parking Revenue	-	-	-	7,478,545	7,478,545
Performance Revenue	-	-	-	1,534,158	1,534,158
Other Operating Revenue	-	-	-	588,197	588,197
Total Operating Revenues	<u>22,973,653</u>	<u>28,559,484</u>	<u>261,377,000</u>	<u>21,986,385</u>	<u>334,896,522</u>
Operating Expenses					
Personal Services	-	-	-	7,915,575	7,915,575
Contractual Services	-	-	-	5,001,711	5,001,711
Operation and Maintenance	11,094,850	13,304,010	16,051,000	6,069,119	46,518,979
Purchased Power	-	-	118,295,000	-	118,295,000
Depreciation	7,128,253	7,645,046	37,283,000	3,835,786	55,892,085
Administrative Costs	1,449,114	2,151,017	33,051,000	-	36,651,131
Total Operating Expenses	<u>19,672,217</u>	<u>23,100,073</u>	<u>204,680,000</u>	<u>22,822,191</u>	<u>270,274,481</u>
Operating Income (Loss)	<u>3,301,436</u>	<u>5,459,411</u>	<u>56,697,000</u>	<u>(835,806)</u>	<u>64,622,041</u>
Nonoperating Revenues (Expenses)					
Investment Earnings	158,557	892,051	395,000	119,100	1,564,708
Gain (Loss) on Disposal of Capital Assets	-	-	-	(106,705)	(106,705)
Insurance Recovery	185,048	-	-	18,725	203,773
Miscellaneous Revenue	-	-	-	448,772	448,772
Occupation Tax	-	-	-	2,059,361	2,059,361
Grants	-	3,658	-	-	3,658
Payments in Lieu of Taxes	-	-	(9,439,000)	-	(9,439,000)
Amortization of Deferred Charges	(38,904)	(76,887)	(861,000)	(23,570)	(1,000,361)
Interest Expense and Fiscal Charges	(3,424,036)	(2,907,198)	(27,763,000)	(727,875)	(34,822,109)
Total Nonoperating Revenues (Expenses)	<u>(3,119,335)</u>	<u>(2,088,376)</u>	<u>(37,668,000)</u>	<u>1,787,808</u>	<u>(41,087,903)</u>
Income (Loss) Before Contributions and Transfers	<u>182,101</u>	<u>3,371,035</u>	<u>19,029,000</u>	<u>952,002</u>	<u>23,534,138</u>
Capital Contributions	1,081,660	1,902,161	1,653,000	67,962	4,704,783
Transfers In	-	159,395	-	859,305	1,018,700
Transfers Out	-	-	(1,730,000)	(2,030,109)	(3,760,109)
Change in Net Assets	<u>1,263,761</u>	<u>5,432,591</u>	<u>18,952,000</u>	<u>(150,840)</u>	<u>25,497,512</u>
Net Assets - Beginning	<u>190,024,291</u>	<u>248,727,930</u>	<u>243,163,000</u>	<u>54,081,958</u>	<u>735,997,179</u>
Net Assets - Ending	<u>\$ 191,288,052</u>	<u>254,160,521</u>	<u>262,115,000</u>	<u>53,931,118</u>	<u>761,494,691</u>

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED AUGUST 31, 2011

	Business-Type Activities -- Enterprise Funds				Governmental Activities -- Internal Service Funds
	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Other Enterprise Funds	Total
Cash Flows from Operating Activities					
Receipts from Customers and Users	\$ 23,334,696	27,792,022	271,646,000	20,004,326	342,777,044
Receipts from Interfund Services Provided	219,365	648,301	5,202,000	160,029	6,229,695
Payments to Suppliers for Goods and Services	(3,344,814)	(4,747,873)	(160,171,000)	(7,951,306)	(176,214,993)
Payments to Employees	(7,277,590)	(8,104,984)	(23,916,000)	(7,737,308)	(47,035,882)
Payments for Interfund Services Provided	(1,702,040)	(2,711,605)	(3,066,000)	(1,977,584)	(9,457,229)
Other Receipts	-	-	45,000	588,197	633,197
Net Cash Provided by Operating Activities	11,229,617	12,875,861	89,740,000	3,086,354	116,931,832
Cash Flows from Noncapital Financing Activities					
Occupation Tax	-	-	-	1,987,948	1,987,948
Payments in Lieu of Taxes	-	-	(8,730,000)	-	(8,730,000)
Transfers from Other Funds	-	-	-	622,387	622,387
Transfers to Other Funds	-	-	(1,597,000)	(2,030,109)	(3,627,109)
Advances from General Fund	-	-	-	1,834,553	1,834,553
Repayment of Advances from General Fund	-	-	-	(1,544,671)	(1,544,671)
Advances to Other Funds	-	-	-	(167,758)	(167,758)
Payments from Other Funds	54,320	68,777	-	290,122	413,219
Other Miscellaneous Receipts	-	-	-	448,772	448,772
Net Cash Provided (Used) by Noncapital Financing Activities	54,320	68,777	(10,327,000)	1,441,244	(8,762,659)
Cash Flows from Capital and Related Financing Activities					
Additions to Capital Assets	(6,303,152)	(3,994,573)	(43,585,000)	(12,928,966)	(66,811,691)
Proceeds from Sale of Capital Assets	-	-	-	13,842	13,842
Insurance Recovery	185,048	-	-	18,725	203,773
Transfer from Other Funds	-	-	-	247,502	247,502
Proceeds from Long-Term Debt	4,021,999	-	-	20,561,084	24,583,083
Cost of Debt Issuance	-	-	(282,000)	(265,523)	(547,523)
Net Cost of Retiring Plant	-	-	(447,000)	-	(447,000)
Capital Contributions	414,160	1,177,971	1,653,000	-	3,245,131
Principal Payments of Capital Lease	-	-	-	(318,288)	(318,288)
Principal Payments of Long-Term Debt	(2,865,000)	(6,310,000)	(17,820,000)	(6,680,000)	(33,675,000)
Interest and Fiscal Charges Paid	(3,512,090)	(3,118,530)	(28,342,000)	(1,019,428)	(35,992,048)
Net Cash Used by Capital and Related Financing Activities	(8,059,035)	(12,245,132)	(88,823,000)	(371,052)	(109,498,219)
Cash Flows from Investing Activities					
Proceeds from Sale and Maturities of Investments	5,108,370	8,023,611	-	8,395,459	21,527,440
Purchases of Investments	(9,388,154)	(9,727,504)	(9,175,000)	(13,776,659)	(42,067,317)
Interest and Other Receipts	375,700	470,210	200,000	308,946	1,354,856
Net Cash Used by Investing Activities	(3,904,084)	(1,233,683)	(8,975,000)	(5,072,254)	(19,185,021)
Net Decrease in Cash and Cash Equivalents	(679,182)	(534,177)	(18,385,000)	(915,708)	(20,514,067)
Cash and Cash Equivalents - Beginning	3,080,393	1,804,922	49,018,000	7,505,527	61,408,842
Cash and Cash Equivalents - Ending	\$ 2,401,211	1,270,745	30,633,000	6,589,819	40,894,775
Reconciliation of Operating Income (Loss) to Net Cash Provided by Operating Activities					
Operating Income (Loss)	\$ 3,301,436	5,459,411	56,697,000	(835,806)	64,622,041
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operating Activities:					
Depreciation	7,128,253	7,645,046	37,283,000	3,835,786	55,892,085
Changes in Assets and Liabilities:					
Accounts Receivable and Unbilled Revenues	584,908	(117,611)	(4,543,000)	(1,232,727)	(5,308,430)
Due from Other Funds	-	-	-	(31,346)	(31,346)
Due from Other Governments	-	-	-	(474)	(474)
Inventories	37,476	(92,261)	1,497,000	(27,483)	1,414,732
Plant Operation Assets	-	-	1,021,000	-	1,021,000
Prepaid Expenses	-	-	4,000	(19,364)	(15,364)
Other Assets	-	-	(1,030,000)	-	(1,030,000)
Accounts Payable	70,486	(215,245)	(1,014,000)	43,061	(1,115,698)
Accrued Liabilities	92,224	153,568	-	138,986	384,778
Accrued Compensated Absences	14,834	42,953	-	39,281	97,068
Due to Other Funds	-	-	-	17,653	17,653
Due to Other Governments	-	-	-	(13,927)	(13,927)
Unearned Revenue	-	-	-	30,714	30,714
Claims	-	-	(478,000)	-	(478,000)
Deferred Credits and Other Liabilities	-	-	303,000	-	303,000
Accrued Landfill Closure/Postclosure Care Costs	-	-	-	1,142,000	1,142,000
Total Adjustments	7,928,181	7,416,450	33,043,000	3,922,160	52,309,791
Net Cash Provided by Operating Activities	\$ 11,229,617	12,875,861	89,740,000	3,086,354	116,931,832
Supplemental Disclosure of Noncash Investing, Capital, and Financing Activities:					
Contribution of Capital Assets	\$ 667,500	724,190	-	67,962	1,459,652
Purchase of Capital Assets on Account	3,793,642	2,362,977	-	3,348,272	9,504,891
Change in Fair Value of Investments	(210,635)	439,657	-	(190,409)	38,613
Recognition of Sales Tax Settlement Payment	-	-	332,000	-	332,000
Allowance for Funds in Construction and Amortization	-	-	(1,077,000)	-	(1,077,000)

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
AUGUST 31, 2011

	Police & Fire Pension Trust Fund	Agency Funds
ASSETS		
Cash and Cash Equivalents	\$ 2,355,438	3,781,501
Investments:		
Pooled Investment Funds	2,322,860	-
U.S. Agency Obligations	-	2,243,564
Corporate Bonds	462,400	-
Private Equity	525,252	-
Mutual Funds	145,048,224	-
Real Estate Limited Partnership	11,901,482	-
Total Investments	160,260,218	2,243,564
Receivables:		
Contributions	434,030	-
Accrued Interest	796,691	39,031
Other	-	41,193
Due from Other Governments	188	-
Contractor Retainage	-	797,319
Total Assets	163,846,565	6,902,608
LIABILITIES		
Warrants Payable	-	1,182,481
Accounts Payable	11,360	213,935
Accrued Liabilities	6,104	-
Accrued Compensated Absences	14,465	-
Due to Other Governments	210	3,849,074
Due to Homeowners	-	43,604
Due to Contractors	-	1,275,391
Due to Joint Venture	-	205,384
Due to Plan Members	-	14,813
Due to Bondholders	-	117,926
Total Liabilities	32,139	6,902,608
NET ASSETS		
Held in Trust for Pension Benefits and Other Purposes	\$ 163,814,426	

The notes to the financial statements are an integral part of this statement.

CITY OF LINCOLN, NEBRASKA
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FIDUCIARY FUND
FOR THE YEAR ENDED AUGUST 31, 2011

	<u>Police & Fire Pension Trust Fund</u>
Additions:	
Contributions:	
Employer	\$ 4,470,505
Employee	2,373,463
Total Contributions	<u>6,843,968</u>
Investment Earnings:	
Interest	298,074
Dividends	3,068,731
Net Increase in Fair Value of Investments	15,123,330
Net Investment Earnings	<u>18,490,135</u>
Total Additions	<u>25,334,103</u>
Deductions:	
Benefit Payments	10,594,707
Refunds of Contributions	222,572
Administrative Costs	<u>729,223</u>
Total Deductions	<u>11,546,502</u>
Change in Net Assets	13,787,601
Net Assets Held in Trust for Pension Benefits and Other Purposes - Beginning	<u>150,026,825</u>
Net Assets Held in Trust for Pension Benefits and Other Purposes - Ending	<u>\$ 163,814,426</u>

The notes to the financial statements are an integral part of this statement.

NOTES TO THE FINANCIAL STATEMENTS

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

REPORTING ENTITY

The accompanying financial statements present the government of the City of Lincoln, Nebraska (City) and its blended component unit, the West Haymarket Joint Public Agency (WHJPA), established April 2, 2010, for which the City is considered to be financially accountable. Regarding related organizations, the City's Mayor appoints and the City Council approves all of the board appointments of the Housing Authority of the City of Lincoln. However, the City has no further accountability for this organization.

Blended component units, although legally separate entities, are, in substance, part of the government's operations. The participants in the WHJPA are the City and University of Nebraska (UNL), and the agency is governed by a board consisting of the Mayor, a member of the UNL Board of Regents, and a member of the City Council. The purpose of the agency is to make the most efficient use of the taxing authority and other powers of the participants to facilitate the redevelopment of the West Haymarket Redevelopment Area. The WHJPA is reported as a major governmental fund in the City's financial statements. Complete separate financial statements for the WHJPA may be obtained at the City of Lincoln Finance Department, 555 South 10th Street, Suite 103, Lincoln, NE 68508.

FISCAL YEAR-END

All funds of the City, with the exception of Lincoln Electric System (LES), are reported as of and for the year ended August 31, 2011. December 31st is the fiscal year-end of LES as established by the City Charter, and the last separate financial statements were as of and for the year ended December 31, 2010. The amounts included in the City's 2011 financial statements for LES are amounts as of and for the year ended December 31, 2010.

GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the non-fiduciary activities of the primary government and its component unit. Fiduciary activities, whose resources are not available to finance the City's programs, are excluded from the government-wide statements. The material effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. Functional expenses may also include an element of indirect cost, designed to recover administrative (overhead) costs. *Program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

The government-wide financial statements are reported using the *total economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund and trust fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements have been met. Agency funds, reporting only assets and liabilities, have no measurement focus but use the accrual basis of accounting.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized when they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, including interest on long-term debt, as well as expenditures related to compensated absences and claims and judgments are recorded only when payment is due.

Property taxes, sales taxes, highway user fees, interdepartmental charges, and intergovernmental revenues are all considered to be susceptible to accrual. Special assessments are recorded as revenues in the year the assessments become current. Annual installments not yet due are reflected as special assessment receivables and deferred revenues. Other revenue items are considered to be measurable and available only when cash is received by the City.

The City reports the following major governmental funds:

The General Fund finances the day-to-day operation of the basic governmental activities, such as legislative, judicial, administration, aging services, police and fire protection, emergency communications, legal services, planning, and parks and recreation. Primary resources of the fund include property, sales, and occupation taxes.

The Street Construction Fund accounts for the resources accumulated, primarily highway allocation fees received from the State of Nebraska, and the payments made for the maintenance, construction, and improvement of the streets and highways in the City.

The West Haymarket JPA Fund accounts for the activities of the joint public agency, a blended component unit of the City, established to facilitate the redevelopment of the West Haymarket Area. Occupation taxes imposed on bar, restaurant, car rental, and hotel revenues provides the resources to finance the activities of the JPA.

The City reports the following major enterprise funds:

The Lincoln Wastewater System Fund accounts for the activities of the City's wastewater utility.

The Lincoln Water System Fund accounts for the activities of the City's water distribution operations.

The Lincoln Electric System Fund accounts for the activities of the City's electric distribution operations.

Additionally, the City reports the following fund types:

Internal Service Funds account for data processing, engineering, risk management, fleet management, municipal services center operations, telecommunications, and copy services provided to other departments or agencies of the government, or to other governments, on a cost reimbursement basis.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

The Pension Trust Fund accounts for the receipt, investment, and distribution of retirement contributions made for the benefit of police officers and firefighters.

The Agency Funds account for the collection of various taxes, fines, and fees due to other government entities; funds held in escrow for homeowners; good faith money due to contractors upon project completion; funds held for payroll taxes and other payroll related payables; funds held to pay outstanding warrants; funds to pay phone system charges; funds to pay matured bonds and coupons for which the City Treasurer is trustee; funds for the joint administrative entity known as JAVA, created to coordinate planning and implementation of the Antelope Valley Project; funds deposited by Gateway Shopping Center in fulfillment of a condition of the use permit for expansion; funds for shared library services; and reserve funds held for the Public Building Commission Bonds.

Private-sector standards of accounting and financial reporting issued prior to November 30, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict pronouncements of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. Only the City's Lincoln Wastewater System and Lincoln Water System funds have elected to follow subsequent private-sector guidance.

The effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are payments-in-lieu of taxes and charges between the business-type functions and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, fines and forfeitures, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the enterprise funds and of the government's internal service funds are charges to customers for goods and services. Operating expenses include the cost of sales and service, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is generally the City's policy to use restricted resources first, then unrestricted resources as they are needed.

ASSETS, LIABILITIES, AND NET ASSETS OR FUND EQUITY

Deposits and Investments

The City's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition. These investments are not specifically identified with any one fund. Interest is allocated to the individual funds on the basis of average cash balances.

The City may invest in certificates of deposit, in time deposits, and in any securities in which the state investment officer is authorized to invest pursuant to the Nebraska Capital Expansion Act and the Nebraska State Funds Investment Act and as provided in the authorized investment guidelines of the Nebraska Investment Council in effect on the date the investment is made.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

Investments in the Pension Trust Fund are carried at fair value. Investments in other funds are carried at fair value, except for short-term investments, which are reported at amortized cost, which approximates fair value. Securities traded on a national exchange are valued at the last reported sales price. Investments that do not have an established market are reported at estimated fair value, based on relevant market information of similar financial instruments. Income from investments held by the individual funds is recorded in the respective funds as it is earned.

Receivables and Payables

Loans receivable in governmental funds consist of rehabilitation and redevelopment loans that are generally not expected or scheduled to be collected in the subsequent year.

Noncurrent portions of long-term receivables due to governmental funds are reported on their balance sheets, in spite of their spending measurement focus. Recognition of governmental fund type revenues represented by noncurrent receivables generally is deferred until they become current receivables.

Because of their spending measurement focus, expenditure recognition for governmental fund types excludes amounts represented by noncurrent liabilities. Since they do not affect current assets, such long-term amounts are not recognized as governmental fund type expenditures or fund liabilities.

Inventories and Prepaid Items

All inventories are valued at cost using the first-in/first-out (FIFO) method. Inventories of governmental funds are recorded as expenditures when consumed rather than when purchased.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

Amounts of governmental fund inventories and vendor prepaid items are reported as unspendable net assets to indicate that they do not represent "available spendable resources".

Certain payments that have been made which benefit future accounting periods and are funded by interfund borrowings, are also recorded as prepayments, with a like amount of interfund liability reflected. These prepayments are charged to expenditures on the governmental fund financial statements over the period of their related borrowings. On the government-wide financial statements these prepayments have been capitalized and are charged to expenditures as the assets are depreciated over their useful lives.

Deferred Charges

LES' share of payments made for the construction of the Dry Fork Coal Mine are included in deferred charges on the statement of net assets. The mine is expected to provide fuel for Laramie River Station over the estimated 25-year life of the mine. The advances will be returned to LES over the estimated life of the mine. In addition, costs related to certain capital improvements at Sheldon Station have been deferred under accounting pronouncements applicable to regulated utilities.

Investment in Joint Venture

Investment in joint venture consists of the City's interest in the Joint Antelope Valley Authority (see Note 23), a joint administrative entity reported in the City's financial statements using the equity method of accounting.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, drainage systems, street lights, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Capital assets are defined by the City as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalization value of the assets constructed.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Buildings	10 - 50
Improvements	5 - 40
Infrastructure	20 - 100
Equipment	2 - 20
Utility Plant	30 - 40

The exception to this rule is library media, which is depreciated using a composite depreciation method.

Compensated Absences

City employees generally earn vacation days at a variable rate based on years of service. In the event of termination, an employee is reimbursed for accumulated vacation time up to a maximum allowed accumulation, which is in no case longer than 37 days.

Employees earn sick leave at the rate of one day per month with total accumulation limits established by the employees' bargaining unit. Upon retirement, an employee is reimbursed for accumulated sick leave with maximums depending on the employees' bargaining unit contract. Upon resignation from City service an employee may also be compensated for a percentage of accumulated sick leave, again, based on the employees' bargaining union contract. In some cases payment may be placed in a medical spending account rather than reimbursing the employee directly. LES is covered by a separate personnel plan regarding vacation and sick leave with the liability for these benefits recorded in accrued liabilities.

Vacation leave and other compensated absences with similar characteristics are accrued as the benefits are earned if the leave is attributable to past service and it is probable that the City will compensate the employees for such benefits. Sick leave and other compensated absences with similar characteristics are accrued as the benefits are earned only to the extent it is probable that the City will compensate the employees for such benefits through cash payments conditioned on the employee's termination or retirement, and is recorded based on the termination method. Such accruals are based on current salary rates and include salary-related payments directly and incrementally associated with payments made for compensated absences on termination.

All vacation and sick leave is accrued when incurred in the government-wide, proprietary, and fiduciary fund financial statements. In the governmental funds, only compensated absences that have matured as of year-end, for example, as a result of employee resignations and retirements, are recorded as a fund liability.

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Long-Term Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt using the bonds-outstanding method. For current and advance refundings of debt, the difference between the reacquisition price and the net carrying amount of the old debt is deferred and amortized as a component of interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter.

In the fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as an other financing source. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as current expenditures.

Fund Equity

Fund balances reflect assets minus liabilities in the governmental fund statements. Fund balance is divided into five classifications; nonspendable, restricted, committed, assigned and unassigned. Fund balance is reported as nonspendable when not in spendable form or legally or contractually required to be maintained intact. Fund balance is reported as restricted when constraints placed on the use are either externally imposed by creditors, grantors, contributors, or laws or regulations other governments; or imposed by law through constitutional provisions or enabling legislation. Fund balance is reported as committed when constraints are imposed by formal action (ordinance) of the City Council, the City's highest level of decision-making authority. Fund balance is reported as assigned when the intent of the City (resolution, executive order) is to use the funds for a specific purpose. Unassigned fund balance is the residual amount and may only be reported in the General Fund.

The City has established a policy providing for an unreserved fund balance in the City's General Fund. To meet excess cash flow needs, no less than twenty percent of the ensuing year's General Fund budget is to be set aside as an unrestricted reserve. Currently \$24,912,486 of the General Fund's spendable and unrestricted fund balance meets the requirements of this policy.

Net Assets Classification

Net assets are assets minus liabilities and are shown in the entity-wide, proprietary, and fiduciary fund financial statements. Net assets are required to be classified into three components – invested in capital assets, net of related debt; restricted; and unrestricted. These classifications are defined as follows:

Invested in capital assets, net of related debt – This component of net assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of invested in capital assets, net of related debt.

Restricted – This component of net assets consists of restrictions placed on net assets use through external constraints imposed by creditors (such as debt covenants), grantors, contributors, or law or regulations of other governments, or constraints imposed by law through constitutional provisions or enabling legislation. The government-wide statement of net assets reports \$269,445,378 of restricted net assets, of which enabling legislation restricts \$16,462,427.

Unrestricted – This component consists of net assets that do not meet the definition of "restricted" or "invested in capital assets, net of related debt."

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BUDGETARY DATA

The City Council follows these procedures, set out in the City Charter, in establishing the budgetary data reflected in the financial statements:

- 1) At least 40 days prior to the end of the budget and fiscal year, the Mayor submits to the City Council a proposed annual budget for the ensuing year. The annual budget is a complete financial plan for the ensuing budget year and consists of an operating budget and a capital budget.
- 2) Public hearing on the proposed budget is scheduled for not later than 10 days prior to the budget adoption date.
- 3) Not later than 5 days prior to the end of the fiscal year, the budget is legally adopted by resolution of the City Council.
- 4) The Mayor is authorized to transfer unencumbered balances between appropriations of the same department or agency. The Mayor also has authority to lower appropriations in any fund where actual revenues are less than appropriated in order to avoid incurring a budget deficit for the year.

Appropriation transfers between departments or agencies may only be authorized by resolution of the City Council. The Council may not make any appropriations in addition to those authorized in the annual budget, except that it may authorize emergency appropriations in the event of an emergency threatening serious loss of life, health, or property in the community.

- 5) Budgets for all funds are adopted on a basis inconsistent with accounting principles generally accepted in the United States of America (GAAP). Since encumbrances are included in the City's budget accounting, year-end encumbrances are reappropriated to the next year in the budget process. Various funds have expenditures automatically appropriated through the budget resolution, based on funds available. These expenditures are reflected in the original and final budgets at amounts equal to the actual expenditures. Budget basis expenditures are presented on a cash basis.

Amendments to the adopted budget were made this year and resulted from prior fiscal year encumbrances identified subsequent to budget adoption, appropriation of unanticipated revenues to certain funds as provided in the budget resolution, and appropriation revisions between or among departments as provided for under the City Charter.

- 6) Appropriation controls are required at the departmental level. However, as a matter of policy and practice, appropriations generally are controlled at the next level of organization (division) or by fund within a department.
- 7) Operating appropriations lapse at the end of the fiscal year except for capital improvement appropriations and year-end encumbrances against operating budgets. Capital improvement appropriations are continuing appropriations through completion of the project.
- 8) Budgets are adopted by resolution for the following fund types: general, special revenue, debt service, capital projects, permanent, enterprise, internal service, and pension trust. Legally adopted annual budgets are not established for the West Haymarket JPA component unit, certain special revenue (Advance Acquisition, Police & Fire Pension Contributions, Special Assessment, Impact Fees, Parks & Recreation Special Projects, Seniors Foundation of Lincoln & Lancaster County, and R.P. Crawford Park), permanent (J.J. Hompes), Fast Forward, and agency funds. In addition, capital project funds are budgeted on a project rather than an annual basis.

ENDOWMENTS

The Community Health Permanent Endowment Fund was established in 1997 with the \$37,000,000 cash proceeds realized by the City from the sale of Lincoln General Hospital, and may be increased by donations, bequests, or appropriations to the fund. Investment earnings of the fund are used for funding health and health-related programs that further the health, safety, or welfare of the citizens of Lincoln. Earnings deposited with the City Treasurer shall be paid out only by order of those persons designated by the Community Health Endowment (CHE) Board of Trustees as outlined in the Fiscal and Budget Directives policy between the CHE and the City. State law directs that, subject to the intent of a donor

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expressed in the gift instrument, an institution may appropriate for expenditure or accumulate so much of an endowment fund as the institution determines is prudent for the uses, benefits, purposes, and duration for which the endowment fund is established. The current amount of net appreciation available for expenditure is \$19,077,332, which is reported as expendable health care restricted net assets in the statement of net assets. The initial endowment principal is reported as nonexpendable health care restricted net assets in the statement of net assets.

PRIOR-YEAR SUMMARIZED FINANCIAL INFORMATION

The basic financial statements include certain prior-year summarized comparative information in total but not at the level of detail required for a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the City's basic financial statements as of and for the year ended August 31, 2010, from which the summarized information was derived. Also, certain amounts presented in the prior year data have been reclassified in order to be consistent with the current year's presentation.

ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses/expenditures during the reporting period. Actual results could differ materially from those estimates.

IMPLEMENTATION OF NEW ACCOUNTING PRINCIPLES

In 2011, the City implemented the provisions of GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed on the use of resources reported in the governmental funds, thereby enhancing the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied.

Adoption of GASB 54 also clarified the existing governmental fund type definitions, changed how the City reports various fund activities, and resulted in the following beginning fund balance adjustments: General Fund \$8,417,471, Athletic Field & Facilities Improvements \$(628,453), Lincoln Area Agency on Aging \$(326,980), 911 Communications \$(560,848), Unemployment Compensation \$(163,329), Fast Forward \$(6,480,191), Development Services Center \$(257,670) and Street Construction \$741,714, Snow Removal \$(741,714).

In 2011, the City implemented the provisions of GASB Statement No. 59, *Financial Instruments Omnibus*, which looks to improve existing standards regarding financial reporting and disclosure requirements of certain financial instruments and external investment pools for which significant issues have been identified in practice. The implementation of GASB 59 did not have a material impact on the financial statements.

(2) RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

EXPLANATION OF CERTAIN DIFFERENCES BETWEEN THE GOVERNMENTAL FUNDS BALANCE SHEET AND THE GOVERNMENT-WIDE STATEMENT OF NET ASSETS

The governmental funds balance sheet includes a reconciliation between *fund balance – total governmental funds* and *net assets of governmental activities* as reported in the government-wide statement of net assets. One element of that reconciliation explains, "Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds." The details of the \$476,250,929 difference are as follows:

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Bonds Payable	\$ 425,583,495
Less deferred charge for issuance costs	(6,026,590)
Less issuance discounts	(1,005,247)
Plus issuance premiums	9,179,477
Less deferred charge on refunding	(155,456)
Capital Leases Payable	25,183,737
Accrued Interest Payable	3,940,249
Net Pension Obligation	3,757,017
Net OPEB Obligation	3,137,094
Compensated Absences	12,657,153
Net difference	<u>\$ 476,250,929</u>

EXPLANATION OF CERTAIN DIFFERENCES BETWEEN THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES AND THE GOVERNMENT-WIDE STATEMENT OF ACTIVITIES

The governmental funds statement of revenues, expenditures, and changes in fund balances includes a reconciliation between *net change in fund balances – total governmental funds* and *change in net assets of governmental activities* as reported in the government-wide statement of activities. One element of that reconciliation explains, “Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.” The details of this \$83,105,689 difference are as follows:

Capital outlay	\$ 107,295,982
Depreciation expense	<u>(24,190,293)</u>
Net difference	<u>\$ 83,105,689</u>

Another element of that reconciliation states, “The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.” The details of this \$(298,039,633) difference are as follows:

Debt issued or incurred:	
Issuance of general obligation stormwater bonds	\$ (8,200,000)
Issuance of general obligation refunding bonds	(19,290,000)
Issuance of general obligation facility bonds	(300,000,000)
Issuance of tax allocation bonds	(263,000)
Issuance of special assessment revolving fund bonds	(1,200,000)
Issuance of capital lease	(3,817,500)
Issuance of certificates of participation	(3,125,000)
Deferred charge for issuance costs	4,449,524
Issuance discounts	995,009
Issuance premiums	(6,750,230)
Amortization of deferred items	28,229
Principal repayments	<u>39,133,335</u>
Net difference	<u>\$ (298,039,633)</u>

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Another element of that reconciliation states, "Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds." The details of this \$(3,736,004) difference are as follows:

Loss on disposal of capital assets	\$ (537,041)
Construction contracts	(249,317)
Other	245,032
Accrued interest	(2,296,417)
Compensated absences	(898,261)
Net difference	<u>\$ (3,736,004)</u>

(3) RESTRICTED ASSETS

Certain proceeds of the enterprise funds revenue bonds and resources set aside for their repayment are classified as restricted assets on the statement of net assets because their use is limited by applicable bond covenants. Assets included in the Bond Principal and Interest Account and the Bond Reserve Account are restricted for the payment of bond principal and interest. Assets included in the Surplus Account and the Depreciation and Replacement Account are restricted for purposes including improvements, repairs and replacements, acquisition of equipment, and the payment of bond principal and interest. Assets included in the Construction Account are restricted for paying the cost of the capital projects.

Certain assets of the Pershing Municipal Auditorium Enterprise Fund are classified as restricted assets to be used for improvements.

A recap of restrictions and related balances at August 31, 2011, are as follows:

Fund Account	Parking Facilities	Pershing Municipal Auditorium	Solid Waste Management	Lincoln Wastewater System	Lincoln Water System	Lincoln Electric System	Totals
Principal and Interest	\$ 192,679	-	-	1,330,040	346,521	15,237,000	17,106,240
Reserve	2,338,575	-	400,000	6,206,165	9,828,597	22,496,000	41,269,337
Depreciation and Replacement	930,475	-	-	-	-	-	930,475
Construction	7,595,811	-	14,818	11,339,451	6,267,538	-	25,217,618
Capital Projects	-	14,072	-	-	-	-	14,072
Marketing	-	46,948	-	-	-	-	46,948
	<u>\$ 11,057,540</u>	<u>61,020</u>	<u>414,818</u>	<u>18,875,656</u>	<u>16,442,656</u>	<u>37,733,000</u>	<u>84,584,690</u>

Resources of the permanent funds totaling \$37,160,000 are legally restricted to the extent that only earnings and not principal may be used to support the City's programs.

(4) DEPOSITS AND INVESTMENTS

DEPOSITS

Custodial credit risk is the risk that in the event of a bank failure, a government's deposits may not be returned to it. The City's deposit policy for custodial credit risk requires compliance with the provisions of state law.

State Statutes 15-846 and 15-847 R.R.S., 1943 require banks either to provide a bond or to pledge government securities (types of which are specifically identified in the Statutes) to the City Treasurer in the amount of the City's deposits. The Statutes allow pledged securities to be reduced by the amount of the deposit insured by the Federal Deposit Insurance Corporation (FDIC).

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One or more of the financial institutions holding the City's cash accounts are participating in the FDIC Transaction Account Guarantee Program. Under the program, through December 31, 2012, all noninterest-bearing transaction accounts at these institutions are fully guaranteed by the FDIC for the entire amount in the account. For interest-bearing cash accounts, the City's cash deposits, including certificates of deposit, are insured up to \$250,000 by the FDIC. Any cash deposits or certificates of deposit in excess of the \$250,000 FDIC limits are covered by collateral held in a Federal Reserve pledge account or by an agent for the City and thus no custodial risk exists.

INVESTMENTS

At August 31, 2011, the City had the following investments, maturities and credit ratings:

	August 31, 2011							
	Maturities in Years							
Type	Carrying Value	Less than 1	1-5	6-10	More than 10	Credit Rating		
						Moody's	S&P	
General City:								
U.S. Treasury Obligations	\$ 98,341,474	98,341,474	-	-	-	N/A	N/A	
U.S. Sponsored Agency Obligations	276,884,524	160,608,082	109,739,216	2,680,091	3,857,135	Aaa	AA+	
Collateralized Repurchase Agreements	320,356	320,356	-	-	-	N/A	N/A	
Collateralized Investment Agreements	1,120,000	-	1,120,000	-	-	Baa1	A+ (Fitch)	
Collateralized Investment Agreements	3,139,981	-	-	-	3,139,981	Aa1	AA-	
Money Market Funds - U.S. Treasury	3,392,042	3,392,042	-	-	-	N/A	N/A	
Money Market Funds - U.S. Agencies	71,529,023	71,529,023	-	-	-	Aaa	AAAm	
External Investment Trust	53,740,000	49,740,000	4,000,000	-	-	Not Rated	Not Rated	
Tax Increment Financing Investments	2,789,630	-	190,690	1,634,557	964,383	Not Rated	Not Rated	
Fixed Income Mutual Funds	153,069	153,069	-	-	-	Not rated	Not Rated	
Equities	508,265	508,265	-	-	-	Not rated	Not Rated	
Complementary Strategies	57,425	57,425	-	-	-	Not rated	Not Rated	
Real Assets	78,591	78,591	-	-	-	Not rated	Not Rated	
Total General City	512,054,380	384,728,327	115,049,906	4,314,648	7,961,499			
Community Health Endowment:								
Money Market Mutual Funds	8,846	8,846	-	-	-	Not rated	Not rated	
Mutual Funds								
Convertible Bonds	5,361,281	5,361,281	-	-	-	Not rated	Not rated	
Institutional Funds								
Fixed Income	12,408,933	12,408,933	-	-	-	Not rated	Not rated	
Intermediate Term Credit	7,572,971	7,572,971	-	-	-	Not rated	Not rated	
Large Cap Equity	8,660,006	8,660,006	-	-	-	Not rated	Not rated	
International Equity	4,413,583	4,413,583	-	-	-	Not rated	Not rated	
High Yield Bonds	2,712,812	2,712,812	-	-	-	Not rated	Not rated	
Emerging Markets Equity	2,776,948	2,776,948	-	-	-	Not rated	Not rated	
Hedge Funds	2,734,710	2,734,710	-	-	-	Not rated	Not rated	
Mid Cap Equity	1,085,323	1,085,323	-	-	-	Not rated	Not rated	
U.S. Treasuries	2,703,046	2,703,046	-	-	-	Not rated	Not rated	
Small Cap Equity	537,534	537,534	-	-	-	Not rated	Not rated	
Commodities	1,914,298	1,914,298	-	-	-	Not rated	Not rated	
Real Estate	1,371,830	1,371,830	-	-	-	Not rated	Not rated	
Limited Partnership	1,187,428	-	1,187,428	-	-	Not rated	Not rated	
Other	73,334	73,334	-	-	-	Not rated	Not rated	
Total Community Health Endowment	55,522,883	54,335,455	1,187,428	-	-			
Police & Fire Pension Trust:								
Corporate Bonds	462,400	-	-	-	462,400	B (Fitch)	B+	
Mutual Funds	145,048,224	-	-	-	-			
Private Equity	525,253	-	-	-	-			
Real Estate Limited Partnerships	11,901,482	-	-	-	-			
Total Police & Fire Pension Trust	157,937,359							
Total Primary Government	\$ 725,514,622							

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INVESTMENT POLICIES

General City Policy

Generally, the City's investing activities are managed under the custody of the City Treasurer. Investing is performed in accordance with the investment policy adopted by the City Council complying with state statutes and the City Charter. The City may legally invest in U.S. government securities and agencies, U.S. government sponsored agencies, and in bank repurchase agreements. It may also invest to a limited extent in corporate bonds, bankers' acceptances, and investment agreements.

Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the City will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, the City's investment policy limits current operating funds to be invested with maturities of not longer than twenty-four months. Fixed income investments held in construction funds, operating funds, and other nonoperating funds are limited to ten-year maturities. Investment agreements are not subject to interest rate risk, as the issuer guarantees the interest rate. Money market mutual funds and external investment funds are presented as investments with a maturity of less than one year because they are redeemable in full immediately. Tax Increment Financing investments are allowed to exceed 10 years as the interest rates are guaranteed by the fund and the investment is made within the City's funds.

Credit Risk. Credit Risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The City's investment policy establishes requirements for certain investment securities to be rated at certain rates or higher without having collateral pledged to the City. The following investment types must be rated at the minimum rates noted below:

	<u>S&P</u>	<u>Moody's</u>
Money Markets	AA	Aa
Corporate Notes	AA-	Aa3
Investment Agreements	AA-	Aa3

Investment agreements are made with provisions that if the provider is downgraded below Aa3 by Moody's Investors Service (Moody's) or AA- by Standard & Poor's (S&P) the provider must deliver collateral of U.S. Government agencies obligations at a margin of 104% and if the provider is further downgraded, the City will have the right to terminate the agreement and receive all invested amounts plus accrued but unpaid interest without penalty. As of August 31, 2011, the investment agreements were adequately collateralized with U.S. Government agencies obligations that had a rating of Aaa by Moody's and AA+ by S&P.

The external investment funds are held in the City's idle fund pool and are comprised of Nebraska Public Agency Investment Trust (NPAIT) and Short-Term Federal Investment Trust (STFIT). NPAIT and STFIT invest in only the highest quality securities, including U.S. government, rated U.S. sponsored agencies, and guaranteed student loans.

<u>Type</u>	<u>Portfolio Composition</u>	<u>Policy Limits on Issuer</u>
U.S. agency obligations:		
Federal Home Loan Bank	20.82 %	40.00 %
Federal Home Loan Mortgage Corporation	9.26	40.00
Federal National Mortgage Association	20.17	40.00
Federal Farm Credit Bank	3.81	40.00

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Concentration of Credit Risk. The City's investment policy places various limits on the amount that may be invested in any one issuer. Per the policy, allocation limits do not apply to the investment of proceeds from issuance of debt. These investments shall be governed by the debt covenant included in the debt instrument. Non-compliance due to a decrease in investment balance does not require corrective action.

Community Health Endowment (CHE) Policy

As a public endowment fund, under State law, CHE is permitted to invest in the manner required of a prudent investor acting with care, skill and diligence under the prevailing circumstance, without restrictions as to the type and limits of investments.

Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, CHE will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, CHE's investment policy requires the average duration of the fixed income portfolio to be no more than 120% of the appropriate fixed income benchmark. Mutual and institutional funds are presented as an investment with a maturity of less than one year because they are redeemable in full immediately.

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. It is CHE's policy to limit its investments in fixed income securities to issues with at least BBB-/Baa3 ratings. Short-term fixed income issues should have a minimum A-2/P-2 rating.

Concentration of Credit Risk. CHE limits the percentage of cost that may be invested in any one industry, company and issuer. CHE's portfolio shall not own more than 5% of the outstanding securities of any single issuer. Exceptions are allowed where a fund's benchmark includes securities greater than 3%, in which case the investment manager may have no more than the securities index weight plus 2%. The entire portfolio shall have no more than 5% of its assets invested in the securities of any one issuer, with the exception of U.S. Treasury and U.S. agencies obligations.

Foreign Currency Risk. This risk relates to adverse affects on the fair value of an investment from changes in exchange rates. CHE had no investment denominated in foreign currency at August 31, 2011.

Police & Fire Pension Trust Policy

The Police & Fire Pension Trust Investment Board, established by the City Council in accordance with the Lincoln Municipal Code chapter 4.62, directs and oversees the trust's investments for the sole benefit of plan participants and beneficiaries. The board also provides oversight and directions to the plan administrator with regard to the investments of the trust's funds. The daily management responsibility of the trust and routine investment transactions are delegated to the plan administrator.

The Police & Fire Pension Trust is allowed to invest in domestic and international equity funds, domestic and foreign bonds, real estate, mortgage-backed securities, and other alternative investments.

Custodial Credit Risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, Police & Fire Pension Trust will not be able to recover the value of its investment securities that are in the possession of an outside party.

Interest Rate Risk. The Investment Board for the Police & Fire Pension Trust compares the risk and return characteristics derived from the actual performance of the Fund, separate asset classes and specific securities to appropriate benchmarks, financial indices and/or funds at least annually. Asset allocation, investments, and/or investment managers are adjusted as necessary by this monitoring.

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Credit Risk. The policy states that the plan will select appropriate investments, or investment manager(s), to fill each asset class allocation. The individual investment, or investment managers, chosen shall be those determined to meet the board's objectives in terms of their overall combination of risk, return, and liquidity.

Concentration of Credit Risk. It is the desire of the board that no more than 5% of assets may be from a single corporate or sovereign issuer exclusive of the U.S. government. The board reviews assets to monitor the concentration of overlapping securities held by multiple mutual funds.

Summary of Deposit and Investment Balances

Following is a reconciliation of the City's deposit and investment balances as of August 31, 2011:

	Totals	
Investments	\$	725,514,622
Deposits and Cash on Hand		21,166,881
	\$	<u>746,681,503</u>

	Government-wide Statement of Net Assets	Fiduciary Funds Statement of Net Assets	Totals
Cash and Cash Equivalents	\$ 170,971,351	6,136,939	177,108,290
Investments	284,800,261	162,503,782	447,304,043
Restricted Assets:			
Cash and Cash Equivalents	16,959,585	-	16,959,585
Investments	105,309,585	-	105,309,585
	<u>\$ 578,040,782</u>	<u>168,640,721</u>	<u>746,681,503</u>

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

(5) **FUND BALANCES**

Fund balances are classified as unspendable, restricted, committed, assigned or unassigned. The City generally follows this same order in spending available resources unless special circumstances apply. The following provides details of the aggregate amounts displayed on the face of the balance sheet:

	Major Funds				Total
	General Fund	Street Construction	West Haymarket JPA	Other Funds	
Fund Balances:					
Nonspendable:					
Inventory	\$ 472,182	450,225	-	495,115	1,417,522
Prepaid Items	6,418,988	-	25,775	-	6,444,763
Permanent Fund Principal	-	-	-	37,160,000	37,160,000
	<u>6,891,170</u>	<u>450,225</u>	<u>25,775</u>	<u>37,655,115</u>	<u>45,022,285</u>
Restricted For:					
Capital Improvements	506,854	22,359,280	215,766,741	13,748,458	252,381,333
Human Services	820,033	-	-	-	820,033
Donor Purposes	2,165,823	-	-	1,392,366	3,558,189
Public Improvements	2,033,029	-	-	-	2,033,029
Agency Activities	-	-	9,640,388	-	9,640,388
Land Purchases	-	-	-	1,028,338	1,028,338
Social Security Obligations	-	-	-	814,043	814,043
Community Betterment	-	-	-	1,840,359	1,840,359
Federal Loan Programs	-	-	-	19,837,000	19,837,000
Grant Programs	-	-	-	2,274,786	2,274,786
Special Assessment Improvements	-	-	-	497,823	497,823
Debt Service	-	-	-	16,060,411	16,060,411
Health Care	-	-	-	19,077,332	19,077,332
Library Media	-	-	-	475,786	475,786
	<u>5,525,739</u>	<u>22,359,280</u>	<u>225,407,129</u>	<u>77,046,702</u>	<u>330,338,850</u>
Committed To:					
Public Access Television	-	-	-	633,206	633,206
Assigned to:					
Capital Improvements	-	13,192,256	-	207,940	13,400,196
Donor Purposes	755,751	-	-	-	755,751
Public Improvements	488,902	-	-	-	488,902
Athletic Facility Improvements	905,862	-	-	-	905,862
Senior Care	246,132	-	-	-	246,132
Emergency Communications	929,640	-	-	-	929,640
Economic Development Projects	6,408,344	-	-	-	6,408,344
Snow Removal	-	476,807	-	-	476,807
Land Purchases	-	-	-	16,055	16,055
Public Access Television	-	-	-	11,666	11,666
Library Services	-	-	-	2,922,073	2,922,073
Health Care	-	-	-	599,716	599,716
Social Security Obligations	-	-	-	351,432	351,432
Public Transportation	-	-	-	869,494	869,494
Community Betterment	-	-	-	29,225	29,225
Building Code Enforcement	-	-	-	2,479,899	2,479,899
Park Projects	-	-	-	148,567	148,567
Other Purposes	4,015,763	-	-	-	4,015,763
	<u>13,750,394</u>	<u>13,669,063</u>	<u>-</u>	<u>7,636,067</u>	<u>35,055,524</u>
Unassigned	15,586,533	-	-	(140,056)	15,446,477
	<u>\$ 41,753,836</u>	<u>36,478,568</u>	<u>225,432,904</u>	<u>122,831,034</u>	<u>426,496,342</u>

CITY OF LINCOLN, NEBRASKA
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(6) **RECEIVABLES AND DUE FROM OTHER GOVERNMENTS**

Receivables at August 31, 2011, consist of the following (in thousands):

Fund	Taxes	Accounts	Loans	Contributions	Special Assessment		Accrued Interest	Gross Receivables	Allowance For Uncollectibles	Net
					Current	Deferred				
General	\$ 3,348	2,271	-	-	-	-	94	5,713	-	5,713
Street Construction	-	1,509	-	-	-	-	76	1,585	-	1,585
West Haymarket JPA	1,087	357	-	-	-	-	337	1,781	-	1,781
Wastewater System	-	4,930	-	-	-	-	125	5,055	-	5,055
Water System	-	6,594	-	-	-	-	90	6,684	-	6,684
Electric System	-	31,807	-	-	-	-	443	32,250	880	31,370
Nonmajor -										
Special Revenue	1,346	278	24,583	-	-	-	76	26,283	4,746	21,537
Debt Service	831	-	-	-	376	966	70	2,243	101	2,142
Capital Projects	-	717	-	-	-	-	74	791	-	791
Permanent	-	-	-	-	-	-	2	2	-	2
Enterprise	-	7,749	-	-	-	-	97	7,846	4,553	3,293
Internal Service	-	166	-	-	-	-	112	278	-	278
Fiduciary	-	41	-	434	-	-	836	1,311	-	1,311
	<u>\$ 6,612</u>	<u>\$6,419</u>	<u>24,583</u>	<u>434</u>	<u>376</u>	<u>966</u>	<u>2,432</u>	<u>91,822</u>	<u>10,280</u>	<u>81,542</u>

Enterprise funds customer accounts receivable include unbilled charges for services. Delinquent special assessment receivables at August 31, 2011, were \$229,861.

The total of Due From Other Governments of \$29,419,582 includes the following significant items:

<u>Fund/Fund Type</u>	<u>Amount</u>	<u>Service</u>
General/Major Governmental	\$ 9,669,716	State of Nebraska, July/August Sales and Use Tax
	408,829	August Motor Vehicle Taxes Collected by Lancaster County
	93,761	Federal Government, Cost Reimbursements
	90,740	Lancaster County, Cost Reimbursements
Street Construction/Major Governmental	3,203,486	State of Nebraska, July/August Highway User Fees
	38,072	Railroad Transportation Safety District, Cost Reimbursements
	7,693,368	Federal Government, Cost Reimbursements
	107,319	August Motor Vehicle Taxes Collected by Lancaster County
West Haymarket JPA/Major Governmental	812,558	Federal Government, Cost Reimbursements
	809,449	State of Nebraska, Cost Reimbursements
Lincoln/Lancaster Co. Health/Special Revenue	345,732	Lancaster County, Cost Reimbursements
StarTran/Special Revenue	122,807	Federal Government, Cost Reimbursements
Federal Grants/Special Revenue	3,943,336	Federal Government, Cost Reimbursements
	549,903	State of Nebraska, Cost Reimbursements
	19,019	Lincoln Public Schools, Cost Reimbursements
Antelope Valley/Tax Supported Bonds/Debt Service	166,666	State of Nebraska, July/August Development Fund Disbursements
Vehicle Tax/Capital Projects	1,051,635	August Motor Vehicle Taxes Collected by Lancaster County
Information Services/Internal Service	221,189	Lancaster County Billings
Insurance Revolving/Internal Service	13,348	Lancaster County Billings
Copy Services/Internal Service	<u>15,139</u>	Lancaster County Billings
Subtotal	29,376,072	
All other	<u>43,510</u>	
Total Due From Other Governments	<u>\$ 29,419,582</u>	

CITY OF LINCOLN, NEBRASKA
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(7) **CAPITAL ASSETS**

Capital asset activity for the year ended August 31, 2011 was as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Governmental Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 63,866,125	6,004,782	20,000	69,850,907
Construction in Progress	88,621,001	80,877,695	1,573,719	167,924,977
Total Capital Assets, not being Depreciated	152,487,126	86,882,477	1,593,719	237,775,884
Capital Assets, being Depreciated:				
Buildings	76,662,582	5,903,637	340,607	82,225,612
Improvements Other Than Buildings	64,922,165	1,666,769	279,536	66,309,398
Machinery and Equipment	81,682,704	10,876,217	6,924,807	85,634,114
Infrastructure	534,930,606	14,285,600	503,091	548,713,115
Total Capital Assets, being Depreciated	758,198,057	32,732,223	8,048,041	782,882,239
Less Accumulated Depreciation for:				
Buildings	30,712,352	2,061,624	292,755	32,481,221
Improvements Other Than Buildings	26,732,724	1,968,678	268,920	28,432,482
Machinery and Equipment	50,081,767	6,655,949	6,788,619	49,949,097
Infrastructure	180,361,967	15,954,289	51,202	196,265,054
Total Accumulated Depreciation	287,888,810	26,640,540	7,401,496	307,127,854
Total Capital Assets, being Depreciated, Net	470,309,247	6,091,683	646,545	475,754,385
Governmental Activities Capital Assets, Net	\$ 622,796,373	92,974,160	2,240,264	713,530,269
Business-type Activities:				
Capital Assets, not being Depreciated:				
Land	\$ 21,950,552	2,193,734		24,144,286
Construction in Progress	50,372,677	67,664,006	38,462,053	79,574,630
Total Capital Assets, not being Depreciated	72,323,229	69,857,740	38,462,053	103,718,916
Capital Assets, being Depreciated:				
Buildings	193,310,167	464,387	186,244	193,588,310
Improvements Other Than Buildings	603,903,096	11,621,185	113,395	615,410,886
Machinery and Equipment	29,123,782	1,521,574	290,491	30,354,865
Utility Plant	1,199,377,000	27,364,000	2,227,000	1,224,514,000
Total Capital Assets, being Depreciated	2,025,714,045	40,971,146	2,817,130	2,063,868,061
Less Accumulated Depreciation for:				
Buildings	66,766,644	4,334,592	163,217	70,938,019
Improvements Other Than Buildings	157,788,519	12,431,405	110,152	170,109,772
Machinery and Equipment	16,891,771	1,843,088	274,989	18,459,870
Utility Plant	436,136,000	37,283,000	2,675,000	470,744,000
Total Accumulated Depreciation	677,582,934	55,892,085	3,223,358	730,251,661
Total Capital Assets, being Depreciated, Net	1,348,131,111	(14,920,939)	(406,228)	1,333,616,400
Business-type Activities Capital Assets, Net	\$ 1,420,454,340	54,936,801	38,055,825	1,437,335,316

CITY OF LINCOLN, NEBRASKA
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Depreciation expense was charged to functions/programs as follows:

Governmental Activities:	
General Government	\$ 1,156,876
Public Safety	1,899,985
Streets and Highways, including Infrastructure	15,318,875
Culture and Recreation	3,593,628
Economic Opportunity	52,520
Health and Welfare	296,365
Mass Transit	1,872,044
Subtotal	<u>24,190,293</u>
Internal Service Funds Capital Assets	
Depreciation is charged to the various functions based on usage of the assets.	2,450,247
Total Depreciation Expense - Governmental	<u><u>\$ 26,640,540</u></u>
Business-type Activities:	
Parking Lots	\$ 28,081
Golf	591,046
Parking Facilities	1,133,980
Pershing Municipal Auditorium	21,355
Solid Waste Management	1,969,068
Emergency Medical Services	92,256
Wastewater System	7,128,253
Water System	7,645,046
Lincoln Electric System	37,283,000
Total Depreciation Expense - Business-type	<u><u>\$ 55,892,085</u></u>

Capital asset activity of each major enterprise fund was as follows:

	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Wastewater System:				
Capital Assets, not being Depreciated:				
Land	\$ 5,820,833	92,507	-	5,913,340
Construction in Progress	6,524,586	5,945,499	6,280,552	6,189,533
Total Capital Assets, not being Depreciated	<u>12,345,419</u>	<u>6,038,006</u>	<u>6,280,552</u>	<u>12,102,873</u>
Capital Assets, being Depreciated:				
Buildings	75,359,698	25,203	-	75,384,901
Improvements Other Than Buildings	247,828,003	6,937,134	113,395	254,651,742
Machinery and Equipment	8,551,731	68,483	23,480	8,596,734
Total Capital Assets, being Depreciated	<u>331,739,432</u>	<u>7,030,820</u>	<u>136,875</u>	<u>338,633,377</u>
Less Accumulated Depreciation for:				
Buildings	21,567,175	1,703,959	-	23,271,134
Improvements Other Than Buildings	64,367,316	4,960,488	110,152	69,217,652
Machinery and Equipment	4,447,544	463,806	16,049	4,895,301
Total Accumulated Depreciation	<u>90,382,035</u>	<u>7,128,253</u>	<u>126,201</u>	<u>97,384,087</u>
Total Capital Assets, being Depreciated, Net	<u>241,357,397</u>	<u>(97,433)</u>	<u>10,674</u>	<u>241,249,290</u>
Wastewater System Capital Assets, Net	<u><u>\$ 253,702,816</u></u>	<u><u>5,940,573</u></u>	<u><u>6,291,226</u></u>	<u><u>253,352,163</u></u>

CITY OF LINCOLN, NEBRASKA
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	Beginning Balances	Increases	Decreases	Ending Balances
Lincoln Water System:				
Capital Assets, not being Depreciated:				
Land	\$ 5,444,607	560	-	5,445,167
Construction in Progress	2,116,922	3,564,673	4,170,514	1,511,081
Total Capital Assets, not being Depreciated	<u>7,561,529</u>	<u>3,565,233</u>	<u>4,170,514</u>	<u>6,956,248</u>
Capital Assets, being Depreciated:				
Buildings	67,219,982	143,449	-	67,363,431
Improvements Other Than Buildings	320,129,285	4,676,485	-	324,805,770
Machinery and Equipment	8,183,784	404,851	18,912	8,569,723
Total Capital Assets, being Depreciated	<u>395,533,051</u>	<u>5,224,785</u>	<u>18,912</u>	<u>400,738,924</u>
Less Accumulated Depreciation for:				
Buildings	22,896,770	1,502,175	-	24,398,945
Improvements Other Than Buildings	74,957,759	5,649,850	-	80,607,609
Machinery and Equipment	4,212,023	493,021	18,912	4,686,132
Total Accumulated Depreciation	<u>102,066,552</u>	<u>7,645,046</u>	<u>18,912</u>	<u>109,692,686</u>
Total Capital Assets, being Depreciated, Net	<u>293,466,499</u>	<u>(2,420,261)</u>	<u>-</u>	<u>291,046,238</u>
Water System Capital Assets, Net	<u>\$ 301,028,028</u>	<u>1,144,972</u>	<u>4,170,514</u>	<u>298,002,486</u>
	Beginning Balances *	Increases	Decreases	Ending Balances
Lincoln Electric System:				
Capital Assets, not being Depreciated:				
Construction in Progress	\$ 41,229,000	44,847,000	27,809,000	58,267,000
Capital Assets, being Depreciated:				
Utility Plant	1,199,377,000	27,364,000	2,227,000	1,224,514,000
Less Accumulated Depreciation	436,136,000	37,283,000	2,675,000	470,744,000
Total Capital Assets, being Depreciated, Net	<u>763,241,000</u>	<u>(9,919,000)</u>	<u>(448,000)</u>	<u>753,770,000</u>
Electric System Capital Assets, Net	<u>\$ 804,470,000</u>	<u>34,928,000</u>	<u>27,361,000</u>	<u>812,037,000</u>

During 2011, Lincoln Wastewater System incurred \$3,559,554 of interest cost, of which \$135,518 was capitalized into construction in progress. Lincoln Water System incurred \$3,179,819 of interest cost, of which \$73,328 was capitalized into construction in progress. Lincoln Parking System incurred \$905,572 of interest cost, of which \$366,508 was capitalized into construction in progress. Capitalized interest is added to the cost of the underlying assets and is amortized over the useful lives of the assets.

Lincoln Electric System utility plant includes an allowance for funds used during construction for projects costing in excess of \$500,000 with a construction period in excess of 12 months. The allowance for funds used during construction consists of the project balance times the weighted-average interest rate on debt based on Federal Energy Regulatory Commission accounting method. The weighted-average rate for 2010 was 4.6%.

* Effective January 1, 2010, LES implemented GASB No. 51 *Accounting and Financial Reporting for Intangible Assets*. As a result, software assets and accumulated amortization of \$6,977,000 and \$4,445,000, respectively, were reclassified from other assets to capital assets and restated in beginning balances.

CITY OF LINCOLN, NEBRASKA
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(8) INTERFUND BALANCES AND ACTIVITY

Balances Due To/From Other Funds at August 31, 2011, consist of the following:

	Due To	Due From					
		General Fund	Street Construction	West Haymarket JPA	Nonmajor Governmental	Nonmajor Enterprise	Internal Service
General Fund	\$	-	9,258	9,466	25,223	970,685	920,074
Street Construction		1,022,983	-	-	4,319,252	-	-
Nonmajor Governmental		1,606,115	-	-	1,498,702	-	-
Lincoln Wastewater System		527,415	-	-	686,631	-	-
Lincoln Water System		274,293	-	-	39,915	-	-
Nonmajor Enterprise		773,994	5,774	-	34,357	-	11
Internal Service		1,509,245	195,845	22,975	140,875	20,011	46,189
	\$	5,714,045	210,877	32,441	6,744,955	990,696	966,274
							14,659,288

“Due to” and “Due from” balances are recorded when funds overdraw their share of pooled cash. Other balances result from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

During 2005 the City’s General Fund purchased the street light system from LES at an amount equal to the net book value of the street light system at the transaction date. The purchase was financed through an interfund borrowing. On the government-wide statements, the purchase was accounted for as a purchase of capital assets of governmental activities and a sale of capital assets of business-type activities. On the governmental fund statements, the General Fund recognized a liability in due to other funds and a prepayment for the funds borrowed from the City’s other funds. Each fund has recorded a receivable for the pro-rata share of the borrowed funds. The General Fund will pay back the amount borrowed plus interest in scheduled monthly installments over a period of 120 months. As payments are made, the General Fund will reduce the liability, the related prepayment, and recognize streets and highways expenditures.

Transfers To/From Other Funds for the year ended August 31, 2011, consist of the following:

	Transfer To	Transfer From					
		General Fund	Street Construction	Nonmajor Governmental	Lincoln Electric System	Nonmajor Enterprise	Internal Service
General Fund	\$	-	-	4,381,739	1,730,000	757,529	20,126
Street Construction		423,871	-	11,580,052	-	-	-
Nonmajor Governmental		15,212,015	4,940,556	3,788,756	-	1,025,078	533
Lincoln Water System		129,395	-	30,000	-	-	-
Nonmajor Enterprise		589,415	-	22,388	-	247,502	-
Internal Service		5,958	5,000	2,463	-	-	-
Total	\$	16,360,654	4,945,556	19,805,398	1,730,000	2,030,109	20,659
							44,892,376

Transfers are used to (1) move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) use unrestricted revenues in the General Fund to finance various programs accounted for in other funds in accordance with budgetary authorizations, and (3) transfer payment in lieu of taxes from LES to the General Fund.

CITY OF LINCOLN, NEBRASKA
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(9) **DEBT OBLIGATIONS**

SHORT-TERM

Established by City Ordinance, LES may borrow up to \$150 million under a commercial paper note program. At December 31, 2010, LES had \$90 million of tax-exempt commercial paper notes outstanding. The notes mature at various dates but not more than 270 days after the date of issuance. The weighted-average interest rate for the year ended December 31, 2010, was 0.31 percent. The outstanding commercial paper notes are secured by a revolving credit agreement, which provides for borrowings up to \$150 million. LES pays a commitment fee for the credit agreement. Under the terms of the agreement, LES can either settle or refinance the commercial paper upon maturity. LES uses these vehicles as part of their long-term financing strategy. As such, commercial paper is renewed as it matures. The weighted average length of maturity of commercial paper for 2010 was 66 days.

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Lincoln Electric System: Commercial Paper Notes	\$ 90,000,000	518,300,000	(518,300,000)	90,000,000	90,000,000

The City of Lincoln is authorized by Ordinance No. 19402 to issue General Obligation Bond Anticipation Notes for the purpose of providing interim financing for costs in connection with construction of a new arena and related improvements in the West Haymarket area of the City. As of August 31, 2010, only \$2,000,000 of tax anticipation notes had been issued. Payment of the principal and interest on the notes was paid from the proceeds of bonds issued by the West Haymarket JPA. At August 31, 2011, there were no notes outstanding.

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
City of Lincoln: Tax Anticipation Notes	\$ 2,000,000	-	(2,000,000)	-	-

LONG-TERM

The City issues general obligation, special assessment, and revenue bonds to finance the acquisition and construction of major capital assets. Bonded indebtedness has also been entered into to advance refund several general obligation and revenue bonds. General obligation bonds are direct obligations and pledge the full faith and credit of the government. Special assessment bonds are repaid from amounts levied against affected property owners, but in the unlikely event collections are not sufficient to make debt payments, the responsibility rests with the City to meet that obligation. For revenue bonds the government pledges income derived from the acquired or constructed assets to pay the debt service.

Net assets of \$2,666,408, \$3,016,975, \$10,291,693, and \$85,335 are currently available in the debt service funds to service the General Obligation Bonds, Tax Supported Bonds, Tax Allocation Bonds, and Special Assessment Bonds, respectively. Revenue Bonds are funded partially from reserve accounts set up for debt repayment and partially from proceeds of daily operations.

The City has entered into lease agreements for financing the acquisition of land, buildings, street lights, emergency ambulances and defibrillators, fire engines, golf equipment, and computer equipment and software. These lease agreements qualify as capital leases for accounting purposes and, therefore, have

CITY OF LINCOLN, NEBRASKA
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been recorded at the present value of their future minimum lease payments as of the inception date. Assets acquired through capital leases are as follows:

	Governmental Activities	Business-Type Activities
Land	\$ 1,774,450	\$ 210,000
Buildings	18,171,399	-
Improvements	219,925	-
Infrastructure	13,719,213	-
Machinery and Equipment	2,946,000	3,492,756
Construction in Progress	388,181	-
Less Accumulated Depreciation, (where applicable)	<u>(5,566,307)</u>	<u>(2,256,254)</u>
Total	<u>\$ 31,652,861</u>	<u>\$ 1,446,502</u>

In 2011, the City issued \$3,125,000 in refunding certificates of participation (COPS) with an average interest rate of 1.64% to refund \$3,655,000 in outstanding 2006, 2005 and 2004 COPS. The refunding resulted in a cash flow differential of \$371,658 and an economic gain of \$154,538.

Under the City's Home Rule Charter, there is no legal debt limit. The various bond indentures contain significant limitations and restrictions on annual debt service requirements, minimum amounts to be maintained in various bond reserve funds, and minimum revenue bond coverages.

In 2011, the City issued \$19,290,000 in general obligation refunding bonds with an average interest rate of 2.84% to refund \$21,500,000 of 1999A various purpose bonds, 2002 storm sewer and drainage bonds, and 2005 storm sewer refunding bonds. The refunding resulted in a cash flow differential of \$4,411,524, and an economic gain of \$2,504,754.

In 2011, the City also issued \$4,025,000 in parking refunding bonds with an average interest rate of 4.9% to refund \$5,525,000 in outstanding Parking Revenue Bonds, Series 1999A. The refunding resulted in a cash flow differential of \$(346,476) and an economic loss of \$(25,445).

Lincoln Wastewater System has entered into a loan agreement with the Nebraska Department of Environmental Quality (NDEQ) consisting of two separate contracts. Funding totaling \$5,000,000 is available under Contract A to fund certain sewer system extension and repairs. During the year ended August 31, 2011, Lincoln Wastewater System incurred project costs totaling \$558,399, resulting in additional project loan payable of \$509,901. Under Contract B Lincoln Wastewater System has available a \$5,000,000 loan, subject to availability of state and federal funds, to finance certain projects of the system. During the year ended August 31, 2011, the System incurred project costs totaling \$3,546,400 resulting in the recognition of a project loan payable of \$3,512,098. The remaining available funds under Contract B totaling \$1,487,902 are not reflected on the financial statements. The interest rate for these loans range from 0.0 to 2.0 percent.

The Wastewater System has also entered into a \$17,000,000 loan agreement with NDEQ to fund certain System improvements. The interest rate during the period of construction is 2%. After the date of initiation of operation, the interest rate will increase to 2.25%. In addition, an administrative fee of 1% will be incurred on the loan. No project costs were incurred during the fiscal year ended August 31, 2011, therefore, the available loan is not reflected on the financial statements.

CITY OF LINCOLN, NEBRASKA
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Long-term bonded debt of the City is comprised of the following individual issues (in thousands of dollars):

Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
Governmental Activities:							
General Obligation Bonds:							
General Bonds:							
8,220	03/01/99	Various Purpose Series B	3.000 - 4.250	Serial 1999 to 2011	2007	Semiannually	\$ 260
15,595	07/08/03	Various Purpose	2.625 - 3.750	Serial 2004 to 2017	2013	"	5,215
3,710	07/08/03	Various Purpose	4.000 / 4.125	Term 2020 & 2023	2013	"	3,710
9,950	06/15/05	Storm Sewer Construction	3.250 - 4.250	Serial 2006 to 2025	2015	"	7,660
8,295	06/27/07	Stormwater Drainage and Flood Mgmt	4.625 - 5.000	Serial 2008 to 2027	2017	"	7,265
8,200	02/10/11	Stormwater Bonds	2.000 - 4.500	Serial 2013 to 2030	2020	"	8,200
19,290	06/21/11	Refunding	0.2000 - 5.000	Serial 2011 to 2022	2019	"	19,290
Total General Bonds							<u>\$ 51,600</u>
Tax Allocation Bonds:							
1,035	04/21/04	Tax Allocation Bonds	2.000 - 3.200	Serial 2004 to 2011	2008	Semiannually	160
5,500	04/21/04	Tax Allocation Bonds	3.000 - 4.800	Serial 2004 to 2015	2010	"	2,880
365	08/15/05	Tax Allocation Bonds	4.750	Serial 2006 to 2018	Anytime	"	216
288	10/01/06	Tax Allocation Bonds	5.100	Serial 2008 to 2016	Anytime	"	188
2,205	04/05/07	Tax Allocation Bonds	5.000 - 5.550	Serial 2009 to 2018	2012	"	1,845
601	06/01/07	Tax Allocation Bonds	5.240	Serial 2008 to 2018	Anytime	"	561
388	06/01/07	Tax Allocation Bonds	5.240	Serial 2007 to 2020	Anytime	"	300
369	06/15/07	Tax Allocation Bonds	5.400	Serial 2007 to 2014	Anytime	"	190
42	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2021	Anytime	"	37
71	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2017	Anytime	"	63
474	07/15/08	Tax Allocation Bonds	4.660	Serial 2009 to 2022	Anytime	"	332
547	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	469
200	08/01/08	Tax Allocation Bonds	4.610	Serial 2009 to 2022	Anytime	"	170
611	06/30/09	Tax Allocation Bonds	7.00	Serial 2011 to 2023	Anytime	"	609
3,375	07/28/09	Tax Allocation Bonds	2.500 - 6.400	Serial 2011 to 2023	Anytime	"	3,375
263	04/01/11	Tax Allocation Bonds	3.990	Serial 2011 to 2022	Anytime	"	263
Total Tax Allocation Bonds							<u>\$ 11,658</u>
Tax Supported Bonds:							
35,000	03/17/04	Highway Allocation Fund	2.000 - 5.000	Serial 2007 to 2023	2014	Semiannually	31,965
27,000	12/05/06	Highway Allocation Fund	4.000 - 5.000	Serial 2008 to 2027	2016	"	23,240
Total Tax Supported Bonds							<u>\$ 55,205</u>
Special Assessment Bonds:							
825	08/18/11	Special Assessment	0.400 - 3.700	Serial 2012 to 2026		Semiannually	825
375	08/18/11	Special Assessment	4.200	Term 2031		"	375
Total Special Assessment Bonds							<u>\$ 1,200</u>
West Haymarket Joint Public Agency							
31,515	09/08/10	Facility Bonds Taxable Build America Bonds	3.500 - 4.45	Serial 2020 to 2030	Anytime	Semiannually	31,515
68,485	09/08/10	Facility Bonds Taxable Build America Bonds	4.750 / 5.000	Term 2035 & 2045	Anytime	"	68,485
15,785	12/01/10	Facility Bonds Taxable Build America Bonds	4.000 - 5.000	Serial 2020 - 2025	Anytime	"	15,785
52,180	12/01/10	Facility Bonds Taxable Build America Bonds	5.400 / 5.800 / 6.000	Term 2030 2035 2039	Anytime	"	52,180
32,035	12/01/10	Recovery Zone Economic Development	6.750	Term 2045	Anytime	"	32,035
44,290	08/24/11	Facility Bonds	3.500 - 5.000	Serial 2021 to 2032	2021	"	44,290
55,710	08/24/11	Facility Bonds	4.250 / 5.000	Term 2036 & 2042	2021	"	55,710
Total West Haymarket Joint Public Agency							<u>\$ 301,000</u>
TOTAL GENERAL OBLIGATION BONDS							<u>\$ 419,663</u>
Tax Supported Bonds:							
11,080	3/13/02	Antelope Valley Project	1.500 - 5.000	Serial 2002 to 2016	2012	Semiannually	<u>\$ 5,920</u>

CITY OF LINCOLN, NEBRASKA
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Original Amount	Issued	Issue	Interest Rate	When Due	Date Callable	Interest Date	Outstanding
Business-Type Activities:							
Revenue Bonds:							
39,235	07/31/03	Wastewater Revenue	2.000 - 5.000	Serial 2004 to 2023	2013	Semiannually	\$ 26,350
15,765	07/31/03	Wastewater Revenue	4.625 / 5.000	Term 2025 & 2028	2013	"	15,765
18,000	08/03/05	Wastewater Revenue	4.000 - 5.000	Serial 2006 to 2030	2015	"	15,000
16,710	04/18/07	Wastewater Revenue	4.000 - 4.500	Serial 2008 to 2029	2017	"	14,760
3,750	04/18/07	Wastewater Revenue	4.375	Term 2032	2017	"	3,750
Total Wastewater Bonds							<u>\$ 75,625</u>
11,850	11/22/02	Water Revenue	2.750 - 5.000	Serial 2005 to 2017	2012	Semiannually	6,180
6,660	11/22/02	Water Revenue	5.000	Term 2022	2012	"	6,660
32,180	05/01/03	Water Revenue	5.000	Serial 2004 to 2012	"	"	2,630
40,000	11/16/04	Water Revenue	3.000 - 5.000	Serial 2005 to 2025	2014	"	33,030
10,515	08/04/09	Water Revenue	2.000 - 4.125	Serial 2013 to 2029	2019	"	10,515
4,905	08/04/09	Water Revenue	4.5000	Term 2034	2019	"	4,905
Total Water Bonds							<u>\$ 63,920</u>
4,360	12/18/01	Parking Revenue	3.750 - 5.300	Serial 2002 to 2017	2011	"	1,935
1,640	12/18/01	Parking Revenue	5.125	Term 2021	2011	"	1,640
2,065	12/29/10	Parking Revenue	1.250 - 2.850	Serial 2011 to 2014	N/A	"	1,760
7,745	01/27/11	Parking Revenue and Refunding	2.000 - 5.000	Serial 2015 to 2024	2021	"	7,745
10,775	01/27/11	Parking Revenue and Refunding	5.000 / 5.125 / 5.500	Term 2026 & 2031	2021	"	10,775
Total Parking Bonds							<u>\$ 23,855</u>
4,000	08/17/06	Solid Waste Management Revenue	4.000 - 4.250	Serial 2007 to 2021	2013	Semiannually	\$ 3,020
148,190	10/01/02	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2004 to 2025	2012	"	81,660
93,045	10/01/03	Electric Revenue and Refunding Bonds	3.000 - 5.000	Serial 2004 to 2026	2014	"	78,290
33,265	10/01/03	Electric Revenue and Refunding Bonds	4.750	Term 2028	2014	"	33,265
61,290	10/01/05	Electric Revenue Bonds	5.000	Serial 2029 to 2032	2015	"	61,290
53,710	10/01/05	Electric Revenue Bonds	4.750	Term 2035	2015	"	53,710
183,230	05/15/07	Electric Revenue and Refunding Bonds	4.000 - 5.000	Serial 2009 to 2035	2016	"	176,255
81,850	05/15/07	Electric Revenue and Refunding Bonds	4.500 / 4.750	Term 2034 & 2037	2016	"	81,850
Total Electric Bonds							<u>\$ 566,230</u>

Annual requirements to pay principal and interest to maturity on outstanding debt follow (in thousands of dollars):

Fiscal Year Ended August 31	Governmental Activities					
	General Obligation Bonds		Tax Supported Bonds		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 6,636	19,029	710	271	3,688	959
2013	8,563	19,575	740	238	3,284	889
2014	8,816	19,283	780	200	3,421	817
2015	9,061	18,971	815	162	3,511	738
2016	9,455	18,603	855	122	3,586	643
2017 - 2021	47,260	87,656	2,020	51	9,322	2,051
2022 - 2026	72,657	74,055	-	-	5,458	830
2027 - 2031	55,835	59,699	-	-	1,255	68
2032 - 2036	60,645	46,279	-	-	-	-
2037 - 2041	73,345	29,401	-	-	-	-
2042 - 2046	67,390	8,882	-	-	-	-
	<u>\$ 419,663</u>	<u>401,433</u>	<u>5,920</u>	<u>1,044</u>	<u>33,525</u>	<u>6,995</u>

Fiscal Year Ended August 31	Business-Type Activities					
	Revenue Bonds		Loans Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 28,020	34,879	195	116	258	24
2013	27,010	33,539	307	112	198	18
2014	28,255	32,258	312	107	205	13
2015	29,500	30,887	318	101	152	7
2016	30,845	29,481	323	96	98	5
2017 - 2021	178,095	123,373	1,694	399	98	2
2022 - 2026	117,595	86,452	1,839	254	-	-
2027 - 2031	119,815	59,989	1,896	97	-	-
2032 - 2036	119,470	29,412	107	1	-	-
2037 - 2041	54,045	3,676	-	-	-	-
	<u>\$ 732,650</u>	<u>463,946</u>	<u>6,991</u>	<u>1,283</u>	<u>1,009</u>	<u>69</u>

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
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Major Enterprise fund annual requirements to pay principal and interest to maturity on outstanding debt follow (in thousands of dollars):

Fiscal Year Ended August 31	Major Enterprise Funds					
	Wastewater System		Water System		Electric System	
	Principal	Interest	Principal	Interest	Principal	Interest
2012	\$ 3,075	3,620	5,380	2,905	18,680	27,267
2013	3,287	3,500	3,310	2,647	19,610	26,333
2014	3,397	3,370	3,425	2,506	20,595	25,353
2015	3,522	3,217	3,555	2,354	21,620	24,323
2016	3,648	3,057	3,690	2,191	22,675	23,271
2017 - 2021	20,475	12,768	20,915	8,199	131,510	98,220
2022 - 2026	25,189	7,816	16,315	3,406	71,630	72,415
2027 - 2031	18,611	2,161	4,240	1,266	90,790	55,355
2032 - 2036	1,412	58	3,090	283	115,075	29,072
2037 - 2041					54,045	3,676
	<u>\$ 82,616</u>	<u>39,567</u>	<u>63,920</u>	<u>25,757</u>	<u>566,230</u>	<u>385,285</u>

Long-term liability activity for the year ended August 31, 2011 was as follows (in thousands of dollars):

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Governmental Activities:					
Bonds and Leases Payable:					
General Bonds	\$ 48,330	27,490	(24,220)	51,600	2,390
Tax Allocation Bonds	12,398	263	(1,003)	11,658	1,301
Tax Supported Bonds	57,655	-	(2,450)	55,205	2,895
Special Assessment Debt with Government Commitment	-	1,200	-	1,200	50
West Haymarket Joint Public Agency Bonds	-	300,000	-	300,000	-
Tax Supported Antelope Valley Project Bonds	6,605	-	(685)	5,920	710
Capital Leases	28,989	15,284	(10,748)	33,525	3,688
Gross Bonds and Leases Payable	153,977	344,237	(39,106)	459,108	11,034
Deferred Amounts:					
For Issuance Premiums	2,598	6,772	(168)	9,202	-
For Issuance Discounts	(21)	(995)	11	(1,005)	-
For Refunding	-	(158)	3	(155)	-
Net Bonds and Leases Payable	156,554	349,856	(39,260)	467,150	11,034
Other Liabilities:					
Compensated Absences	13,190	8,015	(7,021)	14,184	7,402
Construction Contracts	5,087	266	(547)	4,806	-
Claims and Judgements	8,714	25,524	(23,449)	10,789	6,724
Net Pension Obligation	3,596	161	-	3,757	-
Net OPEB Obligation	2,051	1,326	-	3,377	-
Governmental Activities Long-Term Liabilities	<u>\$ 189,192</u>	<u>385,148</u>	<u>(70,277)</u>	<u>504,063</u>	<u>25,160</u>
Business-Type Activities:					
Bonds, Loans and Leases Payable:					
Wastewater Revenue Bonds	\$ 78,410	-	(2,785)	75,625	2,880
Wastewater Loan Payable	3,049	4,022	(80)	6,991	195
Water Revenue Bonds	70,230	-	(6,310)	63,920	5,380
Parking Revenue Bonds	9,375	20,585	(6,105)	23,855	860
Golf Course Revenue Bonds	365	-	(365)	-	-
Solid Waste Management Revenue Bonds	3,230	-	(210)	3,020	220
Electric System Revenue Bonds	584,050	-	(17,820)	566,230	18,680
Capital Leases	1,328	-	(319)	1,009	258
Gross Bonds, Loans and Leases Payable	750,037	24,607	(33,994)	740,650	28,473
Deferred Amounts:					
For Issuance Premiums	15,983	-	(2,407)	13,576	-
For Issuance Discounts	(10,573)	(24)	1,775	(8,822)	-
For Refunding	(2,207)	(184)	475	(1,916)	-
Net Bonds and Leases Payable	753,240	24,399	(34,151)	743,488	28,473
Other Liabilities:					
Compensated Absences	1,688	1,149	(1,052)	1,785	1,108
Construction Contracts	6,609	2,247	(2,699)	6,157	4,166
Claims and Judgements	478	-	(478)	-	-
Accrued Liabilities	33	-	(33)	-	-
Net OPEB Obligation	350	226	-	576	-
Accrued Landfill Closure/Postclosure Care Costs	13,490	-	1,142	14,632	-
Business-Type Activities Long-Term Liabilities	<u>\$ 775,888</u>	<u>28,021</u>	<u>(37,271)</u>	<u>766,638</u>	<u>33,747</u>

CITY OF LINCOLN, NEBRASKA
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Internal Service funds predominantly serve the governmental funds. Therefore, their long-term liabilities are included with the governmental activities above. Compensated absences for governmental activities are generally liquidated in the General Fund as well as various other Special Revenue and Internal Service funds where personal costs are incurred. The construction contracts are liquidated in the Street Construction fund, financed primarily with impact fee collections. The claims and judgments liability will generally be liquidated through the City's Insurance Revolving Internal Service Fund, which will finance the payment of those claims by charging other funds based on management's assessment of the relative insurance risk that should be assumed by individual funds. The net pension obligation will be liquidated through the Police & Fire Pension Contributions Special Revenue Fund with financing provided by an annual property tax levy. The net OPEB obligation for an implicit rate subsidy will be liquidated with those governmental funds where personal insurance costs are incurred.

Long-term liability activity for the major enterprise funds for the year ended August 31, 2011, was as follows (in thousands of dollars):

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Lincoln Wastewater System:					
Bonds Payable:					
Wastewater Revenue Bonds	\$ 78,410	-	(2,785)	75,625	2,880
Wastewater Loan Payable	3,049	4,022	(80)	6,991	195
Deferred For Issuance Premiums	1,701	-	(93)	1,608	-
Deferred For Issuance Discounts	(10)	-	-	(10)	-
Net Bonds Payable	83,150	4,022	(2,958)	84,214	3,075
Other Liabilities:					
Compensated Absences	544	363	(348)	559	365
Construction Contracts	3,987	1,112	(1,305)	3,794	1,997
Net OPEB Obligation	84	54	-	138	-
Total Long-Term Liabilities	\$ 87,765	5,551	(4,611)	88,705	5,437
Lincoln Water System:					
Bonds Payable:					
Water Revenue Bonds	\$ 70,230	-	(6,310)	63,920	5,380
Deferred for Issuance Premiums	1,844	-	(336)	1,508	-
Deferred For Issuance Discounts	(35)	-	1	(34)	-
Deferred for Refunding	(266)	-	136	(130)	-
Net Bonds Payable	71,773	-	(6,509)	65,264	5,380
Other Liabilities:					
Compensated Absences	781	452	(409)	824	428
Construction Contracts	2,623	1,135	(1,304)	2,363	2,169
Net OPEB Obligation	119	77	-	196	-
Total Long-Term Liabilities	\$ 75,295	1,664	(8,312)	68,647	7,977
Lincoln Electric System:					
Bonds Payable:					
Electric System Revenue Bonds	\$ 584,050	-	(17,820)	566,230	18,680
Deferred for Issuance Premiums	12,427	-	(1,977)	10,450	-
Deferred for Issuance Discounts	(10,528)	-	1,774	(8,754)	-
Deferred for Refunding	(1,934)	-	292	(1,642)	-
Net Bonds Payable	584,015	-	(17,731)	566,284	18,680
Other Liabilities:					
Claims and Judgements	478	-	(478)	-	-
Accrued Liabilities	33	-	(33)	-	-
Total Long-Term Liabilities	\$ 584,526	-	(18,242)	566,284	18,680

CITY OF LINCOLN, NEBRASKA
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(10) RECONCILIATION OF BUDGET BASIS TO GAAP

Amounts presented on a non-GAAP budget basis of accounting differ from those presented in accordance with GAAP due to the treatment afforded accruals, encumbrances, funds for which budget and reporting structures differ, and funds for which legally adopted annual budgets are not established. A reconciliation for the year ended August 31, 2011, which discloses the nature and amount of the adjustments necessary to convert the actual GAAP data to the budgetary basis, is presented below:

	<u>General Fund</u>	<u>Street Construction Fund</u>
Net Change in Fund Balances:		
Balance on a GAAP basis	\$ 2,910,783	4,150,021
Basis differences (accruals) occur because the cash basis of accounting used for budgeting differs from the modified accrual basis of accounting prescribed for governmental funds.	(589,953)	(341,464)
Perspective differences occur when the structure used for budgeting differs from the fund structure used for financial reporting.	(352,050)	-
Amount budgeted on a project basis.	-	11,512,649
Balance on a budget basis	<u>\$ 1,968,780</u>	<u>15,321,206</u>

(11) DEFICIT NET ASSETS

The following funds had a net asset or fund balance deficit as of August 31, 2011:

Special Revenue - Impact Fees Fund	\$ (140,056)
Internal Service - Engineering Revolving Fund	(589,900)

The Impact Fees Fund deficit is expected to be reduced through future fee collections.

The Engineering Revolving Fund is evaluating various means to reduce expenses and improve revenue collections affected by staffing levels, overhead costs, billing practices, and intra-City services reimbursements.

(12) EXCESSES OF EXPENDITURES OVER APPROPRIATIONS

The following fund had expenditures for which there were no appropriations:

General Fund	
Fire	\$ 41,024
Street Lighting	1,140,687
Debt Service	6,806

(13) EMPLOYEES' RETIREMENT PLANS

The employees of the City are covered by several retirement plans. Article II Section 3 of the Lincoln Charter assigns the authority to establish and amend benefit provisions of the various plans to the City Council. The Police and Fire Department Plan (PFDP) is administered by the City and is included in the Fiduciary Fund type. All other plans are administered by outside trustees and are not included in the City's basic financial statements.

CITY OF LINCOLN, NEBRASKA
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August 31, 2011

POLICE AND FIRE PENSION

Plan Description – PFDP is a single-employer defined benefit pension plan administered by the City of Lincoln. PFDP provides retirement, disability, and death benefits to plan members and beneficiaries. PFDP recognizes plan member contributions in the period in which they are due. Employer contributions are recognized when due and the City has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. Cost-of-living adjustments are provided to members and beneficiaries in accordance with the plan document. The City does not issue a separate report that includes financial statements and required supplementary information for PFDP.

The City has established the Deferred Retirement Option Plan (DROP) for police and fire pension members. The DROP program allows a member to retire for pension purposes, but to continue working. The member receives a paycheck and the member's monthly pension benefit is deposited into the member's DROP account. At the end of five years, or anytime before five years, the member must "retire-in-fact". Contributions to the pension are eliminated at the beginning of the DROP period. Pension benefits are set, and will not be increased because of raises, promotions, increased years of service or pension enhancements. When a member retires-in-fact, their monthly pension benefit will be paid directly to them and the member will have access to the funds in their DROP account.

Membership of the pension plan consisted of the following at August 31, 2011, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	415
Terminated plan members entitled to but not yet receiving benefits	28
Active plan members (non-DROP)	562
DROP members	52
Total	<u>1,057</u>
Number of participating employers	<u>1</u>

Funding Policy – The contribution requirements of plan members and the City are established by City Ordinance #15728 dated September 24, 1990, and may be amended by the City Council. Plan members are required to contribute between 7% and 8% of their annual covered salary based on an election made by the employee. The City is required to contribute at an actuarially determined rate; the rate for fiscal year 2011 was 13.34% of annual covered payroll. Actual contributions by the City were 12.12% of annual covered payroll. Administrative costs of PFDP are financed through investment earnings.

Annual Pension Cost and Net Pension Obligation – The City's annual pension cost and net pension obligation to PFDP for the current year were as follows:

(Dollar amounts in thousands)

Annual required contribution	\$ 4,652
Interest on net pension obligation	269
Adjustment to annual required contribution	<u>(426)</u>
Annual pension cost	4,495
Contributions made	<u>(4,334)</u>
Increase in net pension obligation	161
Net pension obligation beginning	<u>3,596</u>
Net pension obligation ending	<u>\$ 3,757</u>

CITY OF LINCOLN, NEBRASKA
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August 31, 2011

Three-Year Trend Information
(Dollar amounts in thousands)

Year Ended August 31	Annual Pension Cost (APC)	Annual Pension Contribution	Percentage of APC Contributed	Net Pension Obligation
2011	\$ 4,495	\$ 4,334	96 %	\$ 3,757
2010	3,576	3,963	111	3,596
2009	3,123	3,572	114	3,983

Actuarial Methods and Assumptions – The annual required contribution for the current year was determined as part of the August 31, 2009, actuarial valuation using the entry age actuarial funding method. The actuarial assumptions included (a) a rate of return on the investment of present and future assets of 7.5% per year compounded annually, (b) projected salary increases of 4.25 to 8.25% per year, including wage inflation at 4.25%, and (c) the assumption that benefits will not increase after retirement. The actuarial value of assets was determined using a five year smoothed market method. The unfunded actuarial accrued liability is being amortized as a level percentage of payrolls on an open basis over a period of thirty years.

Funded Status and Funding Progress – As of August 31, 2011, the most recent actuarial valuation date, the plan was 81 percent funded. The actuarial accrued liability for benefits was \$204,990,000, and the actuarial value of assets was \$165,436,000, resulting in an unfunded actuarial accrued liability (UAAL) of \$39,554,000. The covered payroll (annual payroll of active employees covered by the plan) was \$35,763,000, and the ratio of the UAAL to the covered payroll was 110.6 percent.

The Schedule of Funding Progress, presented as RSI following the Notes to the Financial Statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

ELECTRIC SYSTEM

The City owns and operates its own electric system which is included in the enterprise funds in the accompanying basic financial statements. The electric system is controlled and managed by an administrative board and is not supported by the City's general tax revenues. The electric system provides retirement benefits to its employees under its own separate plan, such benefits being funded solely from revenues derived from the operation of the electric system. A summary of the electric system plan is as follows:

LES has a defined contribution retirement plan created in accordance with Internal Revenue Code Section 401(K) covering all employees upon employment; however, employees are not eligible to receive employer contributions until they have been employed six months. The plan is a straight-money purchase plan, with plan assets held, managed and administered by a trustee. The LES administrative board of directors authorized this plan and related contribution requirements. LES' contribution is equal to 200% of the employees' contributions, which range from 1% to 5% of gross wages. Vesting of LES contributions occurs over a five-year period. Employee forfeitures are used to reduce employer contributions. Vested benefits are fully funded. For the year ended December 31, 2010, LES incurred contribution expense of approximately \$3,214,000 or 9.4% of covered payroll and its employees contributed approximately \$2,206,000 or 6.5% of covered payroll.

DEPARTMENT DIRECTORS

Directors of City departments are eligible the first of the month following the date employed to be covered by the Director's Money Purchase Plan, established by City Ordinance, and administered by an insurance company. The Plan is a defined contribution plan requiring contributions determined by the employees' date of hire. The City contributes 6% to 12% and the employee contributes 0% to 6% of earned income in one calendar year. Employees covered by the Plan may also make voluntary contributions. Participant accounts are immediately 100% vested. Total and covered payroll for the year ended December 31, 2010,

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was \$1,821,626. City contributions totaled \$215,911 or 11.8% of covered payroll. There were no employee contributions made for the year ended December 31, 2010.

ALL OTHER CITY EMPLOYEES

All other City employees are eligible after 6 months' service and age 19 to be covered under the City's Money Purchase Pension Plan, established by City Ordinance, and administered by an insurance company. Enrollment in the program is mandatory at age 40 with 5 years service. Vesting occurs in increments between 3 and 7 years of enrollment in the plan. The Plan is a defined contribution plan requiring employees to contribute at a rate determined by the employees' bargaining unit and date of hire. The City contributes between \$1.29 and \$2.00 for every \$1.00 contributed by employees. Employee forfeitures are used to reduce employer contributions. Employees covered by the Plan may also make voluntary contributions. During the year ended December 31, 2010, total payroll was approximately \$75,906,000 and covered payroll was approximately \$67,347,000. City contributions totaled \$7,610,244 or 11.3% of covered payroll and employee contributions totaled \$3,847,900 or 5.7% of covered payroll. Employees made \$271,564 in voluntary contributions for the year ended December 31, 2010.

(14) OTHER POSTEMPLOYMENT BENEFITS (OPEB)

Plan Description – The City offers employees and their families the opportunity to continue their health care coverage when there is a qualifying event, such as retirement, that would result in a loss of coverage under the City's plan. Each qualified beneficiary pays the entire cost of premiums for the continuous coverage. The City recognizes as OPEB the implicit rate subsidy provided to retirees when their premium is the "full cost" of the insurer's charge for the active population. Since the retirees have higher costs, the premium they pay is not expected to cover their costs, and the difference is essentially covered by the City's payment for active employees. The City plan is a single-employer defined benefit plan. The City does not issue a separate report that includes financial statements and required supplementary information for OPEB.

Funding Policy – The plan is a pay-as-you-go and therefore, is not funded.

Annual OPEB cost and Net OPEB Obligation – The City's annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

The net OPEB obligation as of August 31, 2011, was calculated as follows:

(Dollar amounts in thousands)

Annual required contribution	\$ 2,111
Interest on net OPEB obligation	108
Adjustment to annual required contribution	<u>(141)</u>
Annual OPEB cost	2,078
Contributions made	<u>(524)</u>
Increase in net OPEB obligation	1,554
Net OPEB obligation beginning	<u>2,401</u>
Net OPEB obligation ending	<u><u>\$ 3,955</u></u>

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The City's annual OPEB cost, the percentage of annual OPEB costs contributed and the net OPEB obligation are as follows:

Year Ended August 31	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2011	\$ 2,078,000	25.2 %	\$ 3,955,000
2010	2,097,000	25.1	2,401,000
2009	656,000	37.2	830,000

Funded Status and Funding Progress – As of September 1, 2009, the most recent actuarial valuation date, the plan was zero percent funded. The actuarial liability for benefits was \$19,796,000 and the actuarial value of assets was zero, resulting in an unfunded actuarial liability (UAL) of \$19,796,000. Annual covered payroll was approximately \$112,002,000, and the ratio of the UAL to the covered payroll was 17.7%.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trends. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statement, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions – Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the September 1, 2009 actuarial valuation, the projected unit credit cost method was used. The actuarial assumptions included a 4.5% discount rate and an annual healthcare cost trend rate of 9.5% initially, reduced by decrements to an ultimate rate of 5.0% for 2020 and beyond. Implicit in this medical trend rate is an underlying general inflation rate in the range of 3 to 4%. Participation assumptions include 60% of eligible civilian members and 40% of eligible Fire/Police members electing coverage, with 30% and 20% participation assumed for civilian and Fire/Police spouses, respectively. The plan's unfunded actuarial accrued liability is being amortized as a level dollar amount on an open basis over a period of thirty years.

PEHP – Defined Contribution Plan

The City has a defined contribution Post Employment Health Plan (PEHP) administered by Nationwide Retirement Solutions. The purpose of the PEHP plan is to provide reimbursement of qualifying health care and medical insurance premium expenses for employees upon separation from employment.

Terms for eligibility and contribution rates are specified in the City's various collective bargaining agreements. Individual employee accounts consist of employer contributions, investment returns and any forfeiture allocations. Current employer contributions range from \$18-\$50 per pay period based on union contracts. Current year contributions totaled approximately \$1,297,000.

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(15) PROPERTY TAXES

The Home Rule Charter of the City imposes a tax ceiling for general revenue purposes. The City tax ceiling was established by using the September 1, 1966, City dollar tax limit as an initial tax limit, and increasing that tax limit each year following 1966 by 7% so that in each fiscal year thereafter the amount of the City tax limit shall be the amount of the City tax limit for the previous year plus 7% thereof. In addition, the City has the power to levy taxes each year sufficient to pay any judgment existing against the City, the interest on bonded debt, and the principal on bonded debt maturing during the fiscal year or within 6 months thereafter, as well as taxes authorized by state law. The 2010 tax levy, for the 2010-2011 fiscal year, was \$93,513,495 below the legal limit, with a tax rate per \$100 valuation of \$0.2879. The assessed value upon which the 2010 levy was based was \$15,881,260,420.

The tax levies for all political subdivisions in Lancaster County are certified by the County Board on or before October 15th. Real estate taxes are due on December 31st and attach as an enforceable lien on property on January 1st following the levy date and become delinquent in two equal installments on April 1st and August 1st. Personal property taxes are due December 31st and become delinquent on April 1st and August 1st following the levy date. Delinquent taxes bear 14% interest.

Within the government-wide financial statements, property taxes are recognized as revenue in the year for which they are levied. Property taxes levied for 2010-2011 are recorded as revenue in the fund financial statements when expected to be collected within 60 days after August 31, 2011. Prior-year levies were recorded using these same principles, and remaining receivables are re-evaluated annually. Property taxes expected to be collected after 60 days are recorded as deferred revenue on the fund balance sheets.

The City-owned electric utility is required by City Charter to make payments in lieu of taxes, aggregating 5% of its gross retail operating revenues derived from within the city limits of incorporated cities and towns served.

(16) RISK MANAGEMENT

The City is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors or omissions; injuries to employees and the public; or acts of God. All risk management activities are accounted for in the Insurance Revolving Fund, an internal service fund, and administered through the Risk Management Division.

For the year ended August 31, 2011, the City had a self-insured retention for workers' compensation exposures up to \$750,000 per individual; law enforcement liability, general liability, public officials liability, public transportation liability, medical professional liability, and auto liability exposures up to \$250,000 per occurrence; building and contents property exposures up to \$50,000 per occurrence; health and dental benefits, and employee long-term disability benefits.

The City also obtained excess liability insurance coverage in the current year. Workers' compensation was covered by a policy that provided statutory limits above the City's retention of \$750,000 per individual. Law enforcement, general, public officials, public transportation, medical professional, and auto liabilities were covered by policies that provided limits of \$6 million per occurrence with a \$12 million annual aggregate. Health had excess loss indemnity coverage above \$150,000 per claim and above 125% of the aggregate attachment point. The Nebraska Political Tort Claims Act limits the City's liability for tort claims to \$1 million per individual and \$5 million per occurrence.

There were no significant insurance recoveries in the current year, and settled claims have not exceeded coverage in any of the past three fiscal years.

The City annually retains the services of independent actuaries to analyze the self-insured workers' compensation, general liability, public transportation liability, law enforcement liability, auto liability, and long-term disability exposures. Such analysis has been used to assist the City with its financial planning and management of the self-insurance program. Included in the specific objectives of the studies were to:

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- Estimate the outstanding liabilities for the current fiscal year ended August 31,
- Forecast ultimate incurred losses and incurred but not reported losses for future years, and
- Estimate the required funding level for the City's self-insured liabilities.

The City funds its self-insurance program on an "incurred loss" basis. The governmental and proprietary funds pay annual premium amounts, based on past experience of incurred losses, to the Insurance Revolving Fund. Claim liabilities of \$10,788,956 were recorded at August 31, 2011. Excluding medical care claims approximating \$2,909,000, the remaining liability is the actuarially estimated amount of claims based on an estimate of ultimate incurred and incurred but not reported losses as of that date and is calculated considering the effects of inflation, recent claim settlement trends including frequency and amount of pay-outs, and other economic and social factors. The claims liability estimate also includes amounts for incremental claim adjustment expenses related to specific claims and other claim adjustment expenses regardless of their allocation to specific claims. These liabilities have been discounted using a .50% discount rate. The City has purchased no annuity contracts in the current fiscal year to resolve City of Lincoln claims.

The following is a summary of the changes in the estimated claims liability for the years ended August 31, 2011 and 2010:

<u>2011</u>	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at September 1	\$ 6,590,000	896,183	1,227,887	8,714,070
Current year claims and changes in estimates	2,977,000	230,886	22,315,628	25,523,514
Claims payments	(2,717,000)	(97,272)	(20,634,356)	(23,448,628)
Balance at August 31	\$ 6,850,000	1,029,797	2,909,159	10,788,956

<u>2010</u>	Worker's Compensation and Others	Long-Term Disability	Health and Dental	Total
Balance at September 1	\$ 6,267,000	604,770	1,691,707	8,563,477
Current year claims and changes in estimates	3,088,000	370,067	18,639,998	22,118,065
Claims payments	(2,765,000)	(78,654)	(19,123,818)	(21,967,472)
Balance at August 31	\$ 6,590,000	896,183	1,227,887	8,714,070

LINCOLN ELECTRIC SYSTEM

LES has a self-funded health insurance program with claims processed by and on behalf of the utility. As part of the plan, a reinsurance policy has been purchased which covers claims in excess of \$150,000 per individual. Total accrual and payment history is shown below:

	<u>2010</u>	<u>2009</u>
Balance beginning of year	\$ 478,000	1,001,000
Claims accrued	5,098,000	7,185,000
Claims paid/other	(5,132,000)	(7,708,000)
Balance end of year	\$ 444,000	478,000

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(17) **COMMITMENTS AND CONTINGENCIES**

GENERAL

The City participates in a number of federally assisted grant programs. Federal financial assistance programs are subject to financial and compliance audits. The amount of expenditures, if any, which may be disallowed by the granting agencies is not determinable at this time; however, City officials do not believe that such amounts would be significant.

At August 31, 2011, approximately 96% of the full-time, regular City's employees are represented by a Union. The existing union contracts will expire in August 2012.

The City is a defendant in a number of lawsuits and claims in its normal course of operations. Management is currently of the opinion that ultimate settlement of such lawsuits and claims will not have a materially adverse effect on the financial statements.

The City has been identified as a potentially responsible party (PRP) or equivalent status in relation to several sites with environmental remediation activities. Management currently believes that the liability of the City in connection with these activities will be immaterial. However, the ultimate cost will depend on the extent of remediation required. Management does not believe that changes in these cost estimates will have a materially adverse effect on the financial statements.

The City of Lincoln owns a solid waste disposal area which discontinued operations in 1990, but still requires certain closure and postclosure care, including the construction of final cover, monitoring of groundwater conditions and landfill gas migration, and general site maintenance. While accrual of closure and postclosure care costs has been reflected in the financial statements in the current year, additional corrective action costs related to landfill gas migration and groundwater conditions may be identified once testing is completed and the state regulatory agency has issued a final determination.

The City has entered into various agreements with developers to build infrastructure for new developments. These commitments are included in the City's current 6 year capital improvement program or depending on when the commitment is due, will be included in the City's future capital improvement program. As of August 31, 2011, the City's commitment to developers is estimated to be approximately \$43,560,000.

STREET CONSTRUCTION PROJECTS

The City's Street Construction Capital Projects Fund has commitments under major construction contracts in progress of approximately \$4,400,000 as of August 31, 2011, which will be financed primarily through highway user fees, bond proceeds, federal and state grants, and developer contributions.

WEST HAYMARKET JOINT PUBLIC AGENCY

The West Haymarket JPA Fund has commitments under major construction contracts in progress of approximately \$22,000,000 as of August 31, 2011.

PARKING FACILITIES

The Lincoln Parking System has commitments under major contracts in progress of approximately \$7,000,000 as of August 31, 2011 for construction of the Catalyst One Garage project.

LINCOLN WASTEWATER SYSTEM

The Lincoln Wastewater System has commitments under major construction contracts in progress of approximately \$8,800,000 at August 31, 2011.

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LINCOLN WATER SYSTEM

The Lincoln Water System has commitments under major construction contracts in progress of approximately \$572,000 as of August 31, 2011.

LINCOLN ELECTRIC SYSTEM

Participation Contracts with NPPD

LES has participating interests in the output of two existing NPPD power plants, a thirty percent (68 MW) and eight percent (109 MW) entitlement to the output of the Sheldon Station Power Plant (nominally rated 225 MW coal plant) and Gerald Gentleman Station Power Plant (nominally rated 1,268 MW coal plant), respectively.

LES is responsible for its respective participating interests in the two facilities' capital additions and improvements. LES's share of debt service payments necessary to retire the respective participating interests of principal and interest on bonds issued by NPPD for the facilities was approximately \$6,800,000 in 2011. LES recognizes its share of capital acquisition costs and debt service payments as power costs in the period the costs are billed with the exception of costs approved for deferral under ASC 980. Fixed cost payments under the agreements are on a participation basis whether or not such plants are operating or operable. LES recognized expense for its share of the total fixed costs of approximately \$16,600,000 in 2010.

The participation contracts continue until the facilities are removed from commercial operation or the final maturity occurs on the related debt incurred by NPPD to finance the facilities, whichever occurs last. The estimated fixed cost payments to NPPD under these contracts, including capital additions and improvements, debt service payments and fixed costs, and credits aggregate approximately \$19,000,000, \$21,600,000, \$25,100,000, \$24,200,000, and \$21,600,000, respectively, in each of the five years subsequent to December 31, 2010.

Laramie River Station (LRS)

LES is a 12.76 percent co-owner of the Missouri Basin Power Project, which includes LRS, a three-unit, 1,650 MW coal-fired generating station in eastern Wyoming and a related transmission system. Costs, net of accumulated depreciation, associated with LRS of approximately \$23,000,000 are reflected in utility plant at December 31, 2010.

LES has a participation power sales agreement with the County of Los Alamos, New Mexico (the County) whereby the County purchases from LES 10 MW of LES's capacity interest in LRS. The agreement provides for the County to pay LES monthly fixed payments for the repayment of debt service. The amount is subject to change each July 1 based on debt costs of LES relative to the current market rates, until termination of the agreement. The agreement remains in effect until either the final maturity occurs on any LRS related debt, LRS is removed from commercial operation, or the County gives LES six-months notice to terminate the agreement. During 2010, LES billed the County approximately \$3,100,000 for demand and energy charges.

The LRS project participants, including LES, filed a rate case in 2004 with the federal Surface Transportation Board (STB) challenging the reasonableness of the freight rates from the Burlington Northern Santa Fe (BNSF) railroad for coal deliveries to LRS. In early 2009 the STB issued its decision and awarded the LRS project participants a favorable decision estimated by the STB at approximately \$345 million in rate relief. The STB awarded \$119 million to the LRS participants for past freight overcharges plus an expectation of present value rate benefits of approximately \$245 million due to a new tariff the STB ordered to be charged through 2024. BNSF remitted \$15,000,000 to LES, which has been escrowed pending an appeal filed by BNSF.

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Walter Scott Energy Center (WS4)

MidAmerican Energy's Walter Scott Energy Center includes the following units: Unit #1 – a 1954 coal-fired unit built with 43 MW capacity, Unit #2 – a 1958 coal-fired unit built with 88 MW capacity, Unit #3 – a 1979 coal-fired unit built with 675 MW capacity, and Unit #4 - a supercritical technology, coal-fired 790 MW unit that became commercial in June, 2007, as well as the associated common equipment and inventories. LES maintains ownership interest in 12.6 percent or 105 MW of Unit #4. In order to minimize unit outage risk, LES has executed a power purchase and sales agreement with MidAmerican Energy. Under this agreement, beginning in 2009, LES will schedule 50 MW of Unit #3 and 55 MW of Unit #4. This twenty year unit agreement which can be extended through mutual agreement of the parties. LES is responsible for the operation and maintenance expense and maintains a fuel inventory at the plant site. LES issued debt in conjunction with the construction of Unit #4 and has capitalized these costs plus interest.

(18) LANDFILL CLOSURE AND POSTCLOSURE CARE COSTS

The City of Lincoln currently owns and operates both a municipal solid waste landfill and a construction and demolition debris landfill. State and federal laws require the City to close the landfills once capacity is reached and to monitor and maintain the site for thirty subsequent years on the municipal solid waste landfill and five subsequent years on the construction and demolition debris landfill. Although certain closure and postclosure care costs will be paid only near or after the date that the landfills stop accepting waste, the City reports a portion of these closure and postclosure care costs as an operating expense in each period based on landfill capacity used as of each statement of net assets date.

At August 31, 2011, the City had incurred a liability of approximately \$9,774,000 for the municipal solid waste landfill which represents the amount of costs reported to date based on the approximately 50 percent of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$9.9 million, which will be recognized as the remaining capacity is used (estimated to be approximately 22 years).

As of August 31, 2011, the City had incurred a liability of approximately \$600,000 for the construction and demolition debris landfill which represents the amount of costs reported to date based on the approximately 55 percent of landfill capacity used to date. The remaining estimated liability for these costs is approximately \$492,000, which will be recognized as the remaining capacity is used (estimated to be approximately 16 years).

The estimated costs of closure and postclosure care, as determined by an independent engineering consultant, are subject to changes including the effects of inflation, revision of laws, changes in technology, actual sequence of landfill development and closure, and other variables.

The City of Lincoln, in a review by the Nebraska Department of Environmental Quality (NDEQ), has demonstrated compliance with the financial assurance requirements as specified in Title 132 - *Integrated Solid Waste Management Regulations*, through the Local Government Financial Test.

The City of Lincoln also owns a solid waste disposal area that discontinued operations in 1990. Although exempt from the U.S. Environmental Protection Agency *Solid Waste Disposal Facility Criteria* issued October 9, 1991, the City must still adhere to certain closure and postclosure care requirements under prior legislation, including the construction of final cover, monitoring of ground water conditions and landfill gas migration, and general site maintenance. At August 31, 2011, a liability for closure and postclosure care costs is recorded in the amount of approximately \$4,258,000, which is based on appropriations identified in the City's capital improvement projects budgeting process. Additional corrective action costs related to possible landfill gas migration and groundwater conditions may be identified once testing is completed and the state regulatory agency has issued a final determination. These additional potential costs cannot be reasonably estimated and thus no liability has been accrued as of August 31, 2011.

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(19) FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used by the Lincoln Water System and Lincoln Wastewater System to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash, accounts receivable and accounts payable – The carrying amount approximates fair value because of the short maturity of these instruments.

Long-term debt – The estimated fair value of the long-term debt is approximately \$75,013,000 for the Water System and \$96,296,000 for the Wastewater System based on borrowing rates currently available as of August 31, 2010.

Investments – The fair values of investments held directly by the funds are based on quoted market prices.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

(20) SEGMENT INFORMATION

The City has issued revenue bonds and other debt instruments to finance capital construction and acquisitions for both the Urban Development and Public Works/Utilities Departments. The Parking Facilities Division of the Urban Development Department operates the City's downtown parking garages and is accounted for in the Parking Facilities Fund. The Solid Waste Operations Section of the Public Works/Utilities Department operates the City's solid waste disposal sites, yard waste composting facility, and re-cycling drop-off program. Summary financial information for these divisions as of and for the year ended August 31, 2011, is presented as follows:

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	Parking Facilities	Solid Waste Management
CONDENSED STATEMENT OF NET ASSETS		
Assets:		
Current Assets, excluding Due from Other Funds	\$ 7,496,923	6,227,775
Due from Other Funds	519,806	191,136
Restricted Assets	10,584,838	400,704
Deferred Charges	331,686	57,005
Capital Assets	44,762,125	22,340,099
Total Assets	<u>63,695,378</u>	<u>29,216,719</u>
Liabilities:		
Current Liabilities, excluding Due to Other Funds	5,111,428	1,010,646
Due to Other Funds	10,647	1,967
Noncurrent Liabilities	22,830,621	17,516,384
Total Liabilities	<u>27,952,696</u>	<u>18,528,997</u>
Net Assets:		
Invested in Capital Assets, Net of Related Debt	28,293,802	19,267,574
Restricted	641,849	14,817
Unrestricted	6,807,031	(8,594,669)
Total Net Assets	<u>\$ 35,742,682</u>	<u>10,687,722</u>
CONDENSED STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS		
Operating Revenues	\$ 7,124,602	5,561,258
Depreciation Expense	(1,133,980)	(1,969,068)
Other Operating Expenses	(3,606,008)	(6,386,050)
Operating Income (Loss)	<u>2,384,614</u>	<u>(2,793,860)</u>
Nonoperating Revenues (Expenses):		
Investment Earnings	124,644	(5,489)
Gain (Loss) on Disposal of Capital Assets	(30,599)	105
Insurance Recovery	-	7,403
Miscellaneous Revenue	448,772	-
Occupation Tax	-	2,059,361
Interest Expense and Fiscal Charges	(548,576)	(135,379)
Capital Contributions	4,583	-
Transfers	(972,386)	(1,009,083)
Change in Net Assets	<u>1,411,052</u>	<u>(1,876,942)</u>
Beginning Net Assets	34,331,630	12,564,664
Ending Net Assets	<u>\$ 35,742,682</u>	<u>10,687,722</u>
CONDENSED STATEMENT OF CASH FLOWS		
Net Cash Provided (Used) by:		
Operating Activities	\$ 3,121,543	91,576
Noncapital Financing Activities	(691,372)	1,228,591
Capital and Related Financing Activities	5,757,180	(4,543,179)
Investing Activities	(6,780,281)	1,789,738
Net Increase (Decrease) in Cash	<u>1,407,070</u>	<u>(1,433,274)</u>
Beginning Balance	3,555,045	2,340,362
Ending Balance	<u>\$ 4,962,115</u>	<u>907,088</u>

(21) PLEDGED REVENUES

The City has pledged future revenues derived from the operation of the Lincoln Wastewater System, net of operating and maintenance expenses, to repay \$100,530,890 in wastewater revenue bonds & loans. Proceeds provided financing for improvements to the sanitary sewer system, as well as refunding a \$4.5 million loan to the City from the Nebraska Department of Environmental Quality. The debt is payable solely from the net earnings of the Wastewater System and are payable through 2032. The total principal and interest remaining to be paid on the debt is \$122,182,913, with annual payments expected to require 59.2 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$6,512,609 and \$11,002,406, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Water System, net of operating and maintenance expenses, to repay \$106,110,000 in water revenue bonds. Proceeds from the

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bonds provided financing for improvements to the water supply system, as well as refunding \$37.8 million of water revenue bonds. The bonds are payable solely from the net earnings of the Water System and are payable through 2034. The total principal and interest remaining to be paid on the bonds is \$89,677,532, with annual payments expected to require 62.6 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$9,501,857 and \$15,174,479, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Electric System, net of operating, maintenance and certain power expenses, to repay \$654,580,000 in electric revenue bonds. Proceeds from the bonds provided financing for construction of additional utility plant, as well as refunding certain issues of electric revenue bonds. The bonds are payable solely from the net earnings of the Electric System and are payable through 2037. The total principal and interest remaining to be paid on the bonds is \$951,515,000, with annual payments expected to require 50 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$45,947,000 and \$94,375,000, respectively.

The City has pledged future revenues derived from the operation of the Lincoln Parking System, net of operating and maintenance expenses, and amounts, if any, distributed by the State for street purposes to repay \$26,585,000 in parking revenue bonds. Proceeds from the bonds provided financing for construction and improvements to the parking system, as well as refunding \$5,525,000 of Series 1994A parking revenue bonds. The bonds are payable solely from the net earnings of the Parking System and are payable through 2031. The total principal and interest remaining to be paid on the bonds is \$37,673,781, with annual payments expected to require 45 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$1,269,717 and \$4,092,010, respectively.

The City has pledged future revenues derived from the operation of the municipally owned solid waste management facilities, net of operating and maintenance expenses, to repay \$4,000,000 in solid waste management revenue bonds. Proceeds from the bonds provided financing for improvements to the solid waste facilities. The bonds are payable solely from the net earnings of the Solid Waste System and are payable through 2021. The total principal and interest remaining to be paid on the bonds is \$3,819,887, with annual payments expected to require 23 percent of net revenues. Principal and interest paid for the current year and net system revenues were \$342,425 and \$1,242,077, respectively.

(22) PUBLIC BUILDING COMMISSION

In 1990, the City and the County of Lancaster, pursuant to state statute, activated a separate governmental entity denominated as the Lincoln-Lancaster County Public Building Commission. The purpose of this joint venture is to design, acquire, construct, maintain, operate, improve, remodel, remove and reconstruct, so long as its corporate existence continues, public buildings, structures, or facilities for use jointly by the City and the County. The City and the County each appoint two members to the five-member Commission, with the fifth member being appointed by the other four members. All property held or acquired by the Commission is held or acquired in the name of the City and the County for use by the Commission in its corporate capacity. The Commission's costs of operation and debt service are funded through rental payments made by the City and the County based upon their proportionate occupancy of such buildings to the extent not covered by a maximum property tax levy of 1.7 cents for each \$100 of actual valuation of taxable property in the County. For the year ended August 31, 2011, the City made rental payments of approximately \$2.8 million to the Commission.

As of August 31, 2011, the Commission has bonds outstanding of \$41,240,000 attributable to several bond issues. Certain proceeds from the bonds totaling \$28,945,000 have been utilized by the Commission to acquire, construct, and/or renovate certain buildings occupied by the City and County. The City's proportionate share of such buildings are recorded as capital assets and the corresponding debt are reflected as capital leases in the City's financial statements. Lease payments are not recorded as capital lease payments in the Debt Service funds but rather are recorded as current expenditures in the various individual funds.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

Additional bond proceeds, totaling \$29,000,000, have been utilized by the Commission to construct a new County-City building and to renovate the prior County-City building to be used as a Hall of Justice. It is anticipated that property tax levies by the Commission will be sufficient to meet bond principal and interest payments. Should revenues from such property tax levies not be sufficient to meet debt service requirements in any given year, the City and County would contribute the necessary payments based on their proportionate occupancy in such buildings. Such contributions are expected to be minimal and will be expensed in the appropriate funds when incurred. The City's proportionate share of the buildings has been recorded in capital assets in accordance with the terms of the joint venture agreement regarding the ultimate transfer of assets to the City and County.

Complete separate financial statements for the Commission may be obtained at the Lincoln-Lancaster County Public Building Commission, 920 "O" Street, Room 203, Lincoln, Nebraska 68508.

(23) JOINT ANTELOPE VALLEY AUTHORITY

Joint Antelope Valley Authority is a joint administrative entity created April 15, 2000, in accordance with Article XV, Section 18 of the Constitution of the State of Nebraska and Nebraska Revenue Statutes Sections 13.801 through 13.827 (1997) authorizing the creation of a joint entity by public agencies. Per an interlocal cooperative agreement by and between the Board of Regents of the University of Nebraska, a public body corporate, the City of Lincoln, Nebraska, a municipal corporation, and the Lower Platte South Natural Resources District, a political subdivision of the State of Nebraska, this joint administrative entity was created to be known as Joint Antelope Valley Authority (JAVA). JAVA constitutes a separate administrative entity, exercising the public power granted by the interlocal cooperation agreement on behalf of the three aforementioned "Partners" to coordinate planning and implementation of a public project described in the Antelope Valley Study and the U.S. Army Corps of Engineers Antelope Creek Feasibility Study (the Project). The Project generally includes community revitalization, transportation, and drainage/flood control improvements.

After completion of a specific component of the Project, JAVA will transfer all real estate and improvements thereon to the appropriate individual Partner, subject to the necessary and agreed upon easements which will be conveyed to such Partner or other appropriate public or private entity, or reserved by such a Partner, for the operation, maintenance, repair, and inspection of each specific component.

During the implementation period of the agreement, JAVA shall have the power and authority to acquire and condemn property rights, borrow, mortgage, pledge, or secure loans and bond its appropriated revenues and assets; provided, however, that JAVA shall have no power and authority to bond the credit or revenues of the three Partners or each Partner, or levy taxes.

For the year ended August 31, 2011, total assets of JAVA reached approximately \$189 million, an increase of \$7 million from the prior year. The City's equity interest increased by approximately \$6 million to \$159 million.

Complete separate financial statements for JAVA may be obtained at the City of Lincoln Public Works Business Office, 555 South 10th Street, Lincoln, Nebraska 68508.

(24) JOINTLY GOVERNED ORGANIZATIONS

District Energy Corporation

LES, in conjunction with two other governmental entities, created the District Energy Corporation (DEC) in 1989 to own, operate, maintain, and finance the heating and cooling facilities utilized by certain city, county, and state buildings. The Board of Directors of DEC is comprised of five members: two appointed by the County Board of Commissioners, two by the Mayor of Lincoln who must be confirmed by the City Council, and one by LES. No participant has any obligation, entitlement, or residual interest.

CITY OF LINCOLN, NEBRASKA
Notes to the Financial Statements
August 31, 2011

The DEC Board of Directors, under a management agreement, has appointed LES to supervise and manage the system and business affairs of DEC. LES is reimbursed for these management services based on the allocated actual costs of these services. LES also provides electric energy to DEC at an established rate schedule. The total amount of payments to LES for management, operations, and maintenance services was approximately \$574,000 in 2010. The increase is due to management of the new SW 40th Thermal Energy System plant construction. The total amount of payments to LES for energy was approximately \$95,000 in 2010.

Nebraska Utility Corporation

On May 17, 2001, LES, in conjunction with another governmental entity, created the Nebraska Utility Corporation (NUCorp) to purchase, lease, construct, and finance facilities and acquire services in order to furnish energy requirements, utility and infrastructure facilities, and all related energy, utility, and infrastructure services to counties, cities, villages, school districts, sanitary and improvement districts, or other municipal corporations or political subdivisions of the State of Nebraska or political subdivisions of another state. The Board of Directors of NUCorp is comprised of five members: three members appointed by the University of Nebraska and two members appointed by LES. No participant has any obligation, entitlement, or residual interest.

Operations commenced in January 2002. The NUCorp board of directors, under a twenty-year management agreement, appointed LES to supervise and manage the system and business affairs of NUCorp. LES is reimbursed for these management services based on the allocated actual costs of these services. LES also provides electric energy to NUCorp on an established rate schedule. The total payment to LES for management, operations, and maintenance services was approximately \$120,000 in 2010. The total amount of payments to LES for energy was approximately \$11 million in 2010.

(25) SUBSEQUENT EVENTS

In November 2011, the City issued \$4,600,000 in Certificates of Participation, Series 2011B, to provide funds for the acquisition of street lights, computer software, and construction and equipping a new golf clubhouse. Interest rates range from 2.000 to 2.625 percent and the final maturity is September 2021. Debt service principal payments are scheduled annually at amounts that range from \$350,000 to \$605,000.

Also in November 2011, the City issued \$3,000,000 of General Obligation Special Assessment Revolving Fund Bonds, Series 2011B, to provide funds to maintain and replenish the Special Assessment Revolving Fund for the purpose of paying the costs of improvements. The interest rates on the bonds range from 2.000 to 3.500 percent and the final maturity is August 2031. Debt service principal payments are scheduled annually at amounts that range from \$120,000 to \$200,000.

CITY OF LINCOLN, NEBRASKA
Required Supplementary Information
August 31, 2011

Schedule of Funding Progress for PFDP Pension
(dollar amounts in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
August 31, 2011	\$ 165,436	\$ 204,990	\$ 39,554	80.7 %	\$ 35,763	110.6 %
August 31, 2010	172,317	195,206	22,889	88.3	34,233	66.9
August 31, 2009	177,526	187,292	9,766	94.8	33,450	29.2
August 31, 2008	179,390	179,376	(14)	100.0	32,266	(0.0)
August 31, 2007	171,264	169,587	(1,677)	101.0	30,546	(5.5)
August 31, 2006	157,527	161,583	4,056	97.5	30,724	13.2

Schedule of Employer Contributions for PFDP Pension
(dollar amounts in thousands)

Year Ended August 31	Annual Required Contribution	Annual Pension Contribution	Percentage Contributed
2011	\$ 4,652	\$ 4,334	93 %
2010	3,752	3,963	106
2009	3,316	3,572	108
2008	4,076	3,456	85
2007	4,056	3,494	86
2006	4,077	2,893	71

Schedule of Funding Progress for City OPEB
(dollar amounts in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Unit Credit (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
September 1, 2009	\$ 0	\$ 19,796	\$ 19,796	0.0 %	\$ 112,002	17.7 %
September 1, 2007	0	5,662	5,662	0.0	106,787	5.3

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APPENDIX C

BOOK-ENTRY SYSTEM

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BOOK-ENTRY SYSTEM

The Bonds are available in book-entry form and beneficial ownership interest therein may be purchased in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Bonds will not receive certificates representing their interests in the Bonds.

The following information concerning The Depository Trust Company (“DTC”), New York, New York and DTC’s book-entry system has been obtained from sources the City believes to be reliable. However, the City takes no responsibility as to the accuracy or completeness thereof and neither the Indirect Participants nor the Beneficial Owners should rely on the following information with respect to such matters, but should instead confirm the same with DTC or the Direct Participants, as the case may be. There can be no assurance that DTC will abide by its procedures or that such procedures will not be changed from time to time.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (**“Direct Participants”**) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly owned subsidiary of The Depository Trust & Clearing Corporation (**“DTCC”**). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (**“NSCC,” “FICC,”** and **“EMCC,”** also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (**“Indirect Participants”**). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bonds (**“Beneficial Owner”**) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such

other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bonds documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of principal of and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detailed information from the City or the Registrar, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, its nominee, the Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of and interest on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Registrar. Disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the City or the Registrar. Under such circumstances, in the event that a successor securities depository is not obtained, Bonds are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bonds will be printed, registered in the name of DTC's partnership nominee, Cede & Co. (or such other name as may be requested by an authorized representative of DTC), and delivered to DTC (or a successor securities depository), to be held by it as securities depository for Direct Participants. If, however, the system of book-entry transfers has been discontinued and a Direct Participant has elected to withdraw its Bonds from DTC (or such successor securities depository), Bonds may be delivered to Beneficial Owners upon compliance with DTC's withdrawal procedures then in effect.